

**Amended and Restated General By-Law
Condominium Management Regulatory Authority of Ontario (CMRAO)**

Table of Contents

Article ONE: GENERAL	5
1.1 Definitions.....	5
1.2 Interpretation.....	6
Article TWO: OBJECTS	7
2.1 Objects	7
Article THREE: HEAD OFFICE AND OPERATIONS	7
3.1 Acquire or Lease Premises.....	7
3.2 Location of Head Office.....	7
3.3 Responsibility of Head and Satellite Offices	7
3.4 Corporate Seal.....	7
Article FOUR: DIRECTORS	7
4.1 Duties and Number	7
4.2 Composition of the Board of Directors	7
4.3 Increase or Decrease by Minister.....	8
4.4 Term of Office of Directors (Staggered Terms).....	8
4.5 Vacancies	9
4.6 Filling Vacancies.....	9
4.7 Executive Committee	9
4.8 Standing Committees	10
4.9 Ad Hoc Committees of the Board.....	10
4.10 Audit and Risk Standing Committee.....	10
4.11 Nominating Committee	10
4.12 Advisory Councils and Task Forces.....	11
4.13 Compensation.....	11
4.14 Expenses	11
Article FIVE: MEETINGS OF DIRECTORS	11
5.1 Board Meetings	11
5.2 Calling Meetings	12
5.3 Adjournment	12
5.4 Regular Meetings	12
5.5 Quorum	12
5.6 Voting	13
5.7 Non-Directors Attendance at Board meetings.....	13
Article SIX: MEMBERS	13
6.1 Members	13
6.2 Membership	13
Article SEVEN: MEMBERS' MEETINGS	13
7.1 Annual Meeting.....	13

7.2	Special Meetings	14
7.3	Notice	14
7.4	Quorum	14
7.5	Chair of the Meeting	14
7.6	Voting of Members	14
7.7	Adjournments	15
7.8	Persons Entitled to be Present	15
Article EIGHT: POWERS OF DIRECTORS		15
8.1	Administer Affairs	15
8.2	Board's Mandate	15
8.3	Election, Term and Duties of the Chair	16
8.4	Election, Term and Duties of the Vice-Chair	16
8.5	Expenditures	16
8.6	Borrowing Power	16
8.7	Agents and Employees	17
Article NINE: OFFICERS		17
9.1	Appointment	17
9.2	Registrar	17
9.3	Statutory Director	18
9.4	Duties of the Chief Executive Officer	18
9.5	Duties of the Secretary and Treasurer	18
9.6	Vacancies	19
9.7	Removal of Officers	19
9.8	Duties of Officers May be Delegated	19
9.9	Powers	19
Article TEN: PROTECTIONS FOR DIRECTORS AND OFFICERS		19
10.1	For the Protection of Directors and Officers	19
10.2	Indemnities to Directors and Officers	20
10.3	Conflict of Interest	20
Article ELEVEN: CODE OF CONDUCT		21
11.1	Requirement for a Code of Conduct	21
Article TWELVE: CUSTODY OF SHARES AND SECURITIES		21
12.1	Custody of Securities	21
Article THIRTEEN: EXECUTION OF INSTRUMENTS		21
13.1	Execution of Instruments	21
Article FOURTEEN: CHEQUES, DRAFTS, NOTES, ETC.		21
14.1	Cheques, Drafts, Notes, Etc.	21
Article FIFTEEN: NOTICES		21
15.1	Service	21
15.2	Signature to Notices	22

15.3	Computation of Time	22
15.4	Proof of Service	22
15.5	Giving Notice	22
Article SIXTEEN: POLICIES		22
16.1	Policies	22
Article SEVENTEEN: BY-LAWS		22
17.1	By-laws	22
17.2	Available to the Public	23
Article EIGHTEEN: AUDITORS		23
18.1	Auditors.....	23
Article NINETEEN: FINANCIAL YEAR		23
19.1	Financial Year	23
Article TWENTY: GENERAL.....		23
20.1	By-laws Come into Force.....	23
20.2	By-law Interpreted According to the Law of Ontario	23
20.3	Presumptions in By-law	24
20.4	Severability	24
20.5	Repeal	24

Article ONE: GENERAL

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context specifically requires otherwise:

- a) “**Administrative Agreement**” means the agreement so titled and entered into between Her Majesty the Queen in right of Ontario as represented by the Minister and the CMRAO, as amended or replaced from time to time;
- b) “**Appointed Director**” means a director on the Board who has been appointed to the Board by the Minister pursuant to the *Condominium Management Services Act*;
- c) “**Board**” means the board of directors of the CMRAO;
- d) “**By-law**” means any By-law of the CMRAO and any other By-law of the Corporation, from time to time, in force and effect;
- e) “**CEO**” means the person appointed to the office of Chief Executive Officer pursuant to section 9.4 of this by-law.
- f) “**Chair**” means the Chair of the CMRAO’s Board, and the Chair also assumes the office of president of the CMRAO in order to comply with the *Corporations Act*;
- g) “**Competency Criteria**” has the meaning given to it in Section 4.2(a);
- h) “**CMRAO**” or the “**Corporation**” means the corporation incorporated by Letters Patent dated July 8, 2016 under the *Corporations Act* with the Ontario corporation number 1957666;
- i) “**Condominium Management Services Act**” means the *Condominium Management Services Act, 2015*, S.O. 2015, c. 28, Sched. 2, including the regulations made pursuant to the *Condominium Management Services Act*, as amended, restated or in effect from time to time;
- j) “**Corporations Act**” means the *Corporations Act*, R.S.O. 1990, c. C.38, including the regulations made pursuant to the *Corporations Act*, as amended, restated or in effect from time to time;
- k) “**Directors**” means all of the Appointed Directors and Elected Directors, and “**Director**” means any one of them;
- l) “**Elected Director**” means a director on the Board who is named in the Letters Patent or elected into office by the Members of the CMRAO;
- m) “**Initial Term**” means the period commencing on the coming into force of this amended By-law and ending on the day of the election of Elected Directors by the Members that is at least 12 months after the coming into force of this amended By-law;
- n) “**Letters Patent**” mean the Letters Patent described under the definition of CMRAO at Section 1.1(h);

- o) “**Member**” means a person who becomes a member of the CMRAO in accordance with Section 6.1;
- p) “**Minister**” means the Minister of Government and Consumer Services or such other member of the Executive Council to whom responsibility for the *Condominium Management Services Act* is assigned or transferred under the *Executive Council Act* (Ontario);
- q) “**Nominating Committee**” means the nominating committee established pursuant to Section 4.11;
- r) “**Ordinary Resolution**” means a resolution passed by a majority of not less than fifty (50) per cent plus one (1) of the votes cast on that resolution by the Directors or Members, as the case may be, or by the consent in writing of all the Directors or Members entitled to vote thereon, as the case may be;
- s) “**Registrar**” has the meaning given to it in subsection 32(1) of the *Condominium Management Services Act*;
- t) “**Special Resolution**” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such a meeting;
- u) “**Statutory Director**” means the director appointed pursuant to subsection 31(1) of the *Condominium Management Services Act*; and
- v) “**Transfer Payment Agreement**” means any agreement or agreements entered into between the CMRAO and the Minister to fund the start-up of the CMRAO.

1.2 Interpretation

This By-law, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- a) all terms contained herein and which are defined in the *Corporations Act* shall have the meanings given to such terms in the *Corporations Act*;
- b) words importing the singular number shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, joint ventures, unincorporated organizations and any number of aggregate persons; and
- c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article TWO: OBJECTS

2.1 Objects

The CMRAO shall be carried on without purpose of gain for its Members, and all profits or other accreditations shall be used in promoting its objects. The objects of the CMRAO are set out in its Letters Patent.

Article THREE: HEAD OFFICE AND OPERATIONS

3.1 Acquire or Lease Premises

The Chair, with the approval of the Board, may acquire or lease office premises as are reasonably necessary in order to administer the affairs of the CMRAO.

3.2 Location of Head Office

The head office of the CMRAO shall be located at such a place in Ontario as the Board shall from time to time determine.

3.3 Responsibility of Head and Satellite Offices

The establishment and operation of a head office for the CMRAO and satellite offices shall be the responsibility of the Board.

3.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the CEO of the Corporation shall be the custodian of the corporate seal.

Article FOUR: DIRECTORS

4.1 Duties and Number

The Board shall manage or supervise the management of the affairs of the CMRAO. The Board shall, among other things, ensure the performance by the CMRAO of its obligations under each of the *Condominium Management Services Act*, the *Corporations Act*, the Administrative Agreement and such Transfer Payment Agreements as are entered into with the Minister.

The Board shall be comprised of seven (7) Directors, but may be changed to such other number of Directors as may be determined from time to time by Special Resolution, subject to the approval of the Minister. Appointed Directors shall not constitute a majority of the members of Directors on the Board.

4.2 Composition of the Board of Directors

The Board will be comprised of the following Directors:

- (a) four (4) Elected Directors:

During the Initial Term, the Elected Directors are the Directors whose names are

set out in the Letters Patent.

At the conclusion of the Initial Term, the Elected Directors are the individuals selected by the Board from candidates recommended by the Nominating Committee, based on their skills and experience after giving consideration to the Competency Criteria for Members of the Board of Directors set out in Schedule D to the Administrative Agreement (the “**Competency Criteria**”); and

- (b) three (3) Appointed Directors, who are individuals selected and appointed by the Minister in accordance with section 11 of the *Condominium Management Services Act*.

4.3 Increase or Decrease by Minister

Notwithstanding Sections 4.1 and 4.2, the Minister may, by order, increase or decrease the number of Directors on the Board in accordance with the *Condominium Management Services Act*.

4.4 Term of Office of Directors (Staggered Terms)

At the conclusion of the Initial Term:

- (a) two of the Elected Directors will be elected for a three-year term;
- (b) one of the Elected Directors will be elected for a two-year term; and
- (c) one of the Elected Directors will be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, Elected Directors shall be elected for three-year terms.

The Nominating Committee will review and make recommendations to the Board and the Members as to which proposed Director shall fill each of the terms set out in Sections 4.4 (a), (b) and (c) and the Members will elect persons in accordance with the staggered terms set out in Sections 4.4 (a), (b) and (c).

The total consecutive years of service for an Elected Director may not exceed six years, excluding (for greater certainty):

- (i) any service as a Director of CMRAO prior to the coming into force of this amended By-law,
- (ii) any service as a Director of CMRAO during the Initial Term, and
- (iii) the portion of a term resulting from filling a vacancy on the Board in accordance with Section 4.6,

after which they will not be eligible to serve for a further term until the expiry of one year.

The Appointed Directors will be appointed for terms to be determined by the Minister and are appointed pursuant to the Minister’s powers under the *Condominium Management Services Act*. The Minister may reappoint such Appointed Directors at the Minister’s pleasure.

4.5 Vacancies

The office of a Director shall automatically be vacated if:

- a) the Director becomes bankrupt or suspends payments of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b) the Director is found by a court of competent jurisdiction to be mentally incompetent or becomes of unsound mind;
- c) the Director by notice in writing to the CMRAO resigns from the Board, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- d) the Director dies;
- e) in the case of Elected Directors, the Board determines by Ordinary Resolution that the Director no longer satisfies the Competency Criteria;
- f) in the case of Appointed Directors, the Minister revokes the appointment; or
- g) in the reasonable opinion of the Board, expressed by an Ordinary Resolution of the Board, an Elected Director consistently fails to perform the duties reasonably required of a Director.

4.6 Filling Vacancies

A vacancy related to an Elected Director during the term of such Director shall be filled by the Board until the expiry of the term of the Elected Director originally elected by the Members. The replacement shall fill the vacancy at a time deemed appropriate by the Board.

4.7 Executive Committee

If the Board so chooses, the Board may establish an executive committee to provide counsel and guidance to the CMRAO and its Chair.

The executive committee shall be comprised of such Directors, one of which must be the Chair, as the board may from time to time determine; provided that there will never be fewer than three (3) Directors on the executive committee. The Board may delegate to the executive committee any of the powers of the Board, subject to restrictions, if any, contained in the By-laws or imposed from time to time by the Board and provided that any such delegation is in compliance with the *Corporations Act*.

Subject to the By-laws and any resolution of the Board, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the *Corporations Act*, the provisions of Article Five as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the executive committee.

Any executive committee member may be removed as a member of the executive committee by a resolution of the Board. The Board shall by resolution establish the number of executive

committee members required for a quorum for the transaction of business by the executive committee, the minimum number of which shall be two (2) executive committee members.

Each member of the executive committee shall have one (1) vote.

The executive committee shall report to the Board at its next following meeting all actions taken by the executive committee in the name of the CMRAO since the Board last met.

4.8 Standing Committees

Subject to the *Corporations Act*, the Board may by resolution from time to time establish and appoint any standing committees with such powers as the Board shall see fit. Unless the Board provides otherwise, the procedures of the Board shall apply for all standing committees other than the executive committee. Subject to the By-laws and any resolution of the Board, the standing committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit, and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the *Corporations Act*, the provisions of Article Five as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the standing committees.

The Board may, by resolution, remove any standing committee member thereof. The Board shall by resolution establish the number of standing committee members required for a quorum for the transaction of business by the standing committee, the minimum number of which shall be two (2) standing committee members.

Each member of the standing committee shall have one (1) vote.

4.9 Ad Hoc Committees of the Board

The Board may from time to time, appoint one or more ad hoc or special committees with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such resolutions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board. Terms of reference and the membership of each committee will be determined by the Board.

4.10 Audit and Risk Standing Committee

The Board shall establish, from among the Directors, an audit and risk standing committee. The Board shall appoint a minimum of three (3) Directors to the audit and risk standing committee. One of these Directors will be designated as the chair of the audit and risk standing committee. The audit and risk standing committee will report to the Board on the results of the audit and the integrity of the Board's financial procedures and on enterprise risk assessment and management processes, including financial risk.

4.11 Nominating Committee

The Board shall establish a nominating committee (the "**Nominating Committee**") for the purpose of filling vacancies in the Elected Directors of the Board. The Board shall appoint a minimum of three (3) and up to a maximum of five (5) Directors to the Nominating Committee, the majority of which will be Elected Directors. The Board shall appoint at least one Appointed Director to the Nominating Committee whenever there is at least one Appointed Director on the Board. One of the Directors will be designated as the chair of the Nominating Committee. The

Board shall establish terms of reference for how the Nominating Committee will be otherwise constituted, how it will search for and recommend candidates for the Board, and such other matters as determined by the Board. The Nominating Committee shall annually make recommendations to the Board for persons to be considered as a candidate or candidates for election by the Members as Elected Directors, based on a search process that gives consideration to the Competency Criteria.

4.12 Advisory Councils and Task Forces

The Board may by resolution appoint one or more advisory councils, task forces or individuals with a specific purpose and limited duration; and any such advisory council, task force or individual will serve in an advisory capacity as the Board deems necessary or appropriate for such purposes, with terms of reference to be developed by the Board.

4.13 Compensation

The remuneration of Directors will be determined by the Members and will be consistent with the principles of remuneration for Ontario public appointments.

4.14 Expenses

The Directors, officers and employees shall be entitled to be paid their travel and other reasonable out-of-pocket expenses properly incurred by them in the performance of their duties in connection with the affairs of the CMRAO and in accordance with the Administrative Agreement.

Article FIVE: MEETINGS OF DIRECTORS

5.1 Board Meetings

Meetings of the Board may be held at any time and place to be determined by the Board provided that forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) written notice of such meeting shall be given by any method permitted in Section 15.1, other than posted mail, to each Director, unless all Directors waive notice of a meeting in writing. Notice by posted mail shall be sent at least ten (10) days prior to the meeting.

There shall be at least four (4) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

If the Chair consents thereto generally or in respect of a particular meeting (i) a meeting of the Board or a committee, advisory council or task force of the Board may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate concurrently with each other during the meeting; or (ii) one or more individual Directors may participate in a meeting of the Board or of a committee, advisory council or task force of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate concurrently with each other during the meeting. A Director who is participating in such a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any Director participating in a meeting pursuant to this Section 5.1 who is entitled to vote at that meeting may vote, in

accordance with the *Corporations Act*, by means of any telephonic, electronic or other communication facility that the CMRAO has made available for that purpose. The Directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

For the purposes of this Section 5.1, an exchange of e-mails to, or among, all Directors does not qualify as an electronic or other communication facility that permits all participants to communicate concurrently with each other. However, an exchange of e-mails to, or among, all Directors may be used as a basis to ascertain a consensus of the Directors on a decision or resolution between meetings of the Board, which to be effective must be ratified or confirmed by the Board: (a) at the next meeting of the Board held in accordance with this Section 5.1 and Section 5.5; or (b) by resolution in writing.

5.2 Calling Meetings

- a) The Chair may call meetings of the Board;
- b) The Secretary of the Board shall call a meeting of the Board if at least one-third (1/3) of the members of the Board so request it in writing; and
- c) Notice requirements will be the same for regular meetings of the Board.

5.3 Adjournment

Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the Directors or upon his or her own motion, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given to the attending Directors if the time and place of the adjourned meeting is announced at the original meeting. Any Directors not in attendance at the original meeting will receive notice as required under section 5.1. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board, and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.5 Quorum

Forty per cent (40%) of the number of Directors required to be on the Board constitutes a quorum. A quorum of Directors may exercise all the powers of the Board.

5.6 Voting

Each Director, including the Chair, is authorized to exercise one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair shall not have a casting or deciding vote. If the Chair is not present at a meeting of the Board, then the Director who is acting as chair of that meeting shall continue to have the authority to exercise one (1) vote.

5.7 Non-Directors Attendance at Board meetings

With the consent of the Chair, observers may attend Board meetings and the Registrar, the Statutory Director, the CEO and/or other CMRAO employees may attend Board meetings as an advisor unless the subject matter before the Board relates specifically to them. Observers attending a Board meeting must sign confidentiality agreements prior to the start of the meeting. The Chair may require that any observers recuse themselves from any meeting of the Board in whole or part when the Board meets *in camera*.

Article SIX: MEMBERS

6.1 Members

Membership in the Corporation shall consist of persons who are Directors of the Corporation from time to time while they serve as Directors, and such other persons who have been accepted into membership in the Corporation by Ordinary Resolution of the Board.

6.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns, ceases to be a Director or such membership is otherwise terminated in accordance with the *Corporations Act*.

Article SEVEN: MEMBERS' MEETINGS

7.1 Annual Meeting

The annual meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the financial statements, auditor's report and other financial information required by the By-laws or Letters Patent.

The business transacted at the annual meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual and subsequent special meetings of Members;
- c) Consideration of the financial statements;
- d) Report of the auditor;

- e) Reappointment or new appointment of the auditor for the coming year;
- f) Election of Directors; and
- g) Such other special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the *Corporations Act*, so that such item of new business can be included in the notice of annual meeting.

7.2 Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty (20) per cent of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions set out in the *Corporations Act* or is otherwise inconsistent with the *Corporations Act*, within twenty-one (21) days from the date of the deposit of the requisition.

Other meetings of the Members may be convened by order of the Chair, Vice-Chair or CEO at any date and time and at any place within Ontario.

7.3 Notice

Subject to the *Corporations Act*, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the *Corporations Act* to each Member and to the auditor, unless notice is waived by all of the Members in the case of a special Members' meeting convened by order of the Chair, Vice Chair or CEO. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

7.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Vice-Chair shall be the chair of the Members' meeting, and in the absence of the Chair and the Vice-Chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

7.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Corporations Act* or the By-laws, provided that:

- a) Each Member shall be entitled to one (1) vote at any meeting;
- b) Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) An abstention shall not be considered a vote cast;
- d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) If there is a tie vote, the chair of the meeting shall require a written ballot, and there shall not be a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.8 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation and others who are entitled or required to attend under any provision of the *Corporations Act*, the Administrative Agreement, the Letters Patent or the By-laws. Pursuant to the Administrative Agreement, the annual meeting of Members of the CMRAO shall be open to the general public, and the Board shall make reasonable efforts to inform the general public of such meeting.

Article EIGHT: POWERS OF DIRECTORS

8.1 Administer Affairs

The Board shall manage or supervise the management of the affairs of the CMRAO.

8.2 Board's Mandate

Without limiting the generality of Article 8.1, but, subject to any limitations in the *Condominium Management Services Act*, the *Corporations Act* or the Administrative Agreement, the Board shall be entitled to:

- a) Set operational policy for the CMRAO;
- b) Raise, invest and expend the CMRAO's funds; and
- c) Represent the CMRAO in its dealings with government, regulatory agencies, corporations, companies, associations or persons, the media and the public.

8.3 Election, Term and Duties of the Chair

The Chair may be appointed by the Minister pursuant to the *Condominium Management Services Act*. If the Minister does not appoint a Chair, the Chair will be elected or confirmed by the Directors on an annual basis from among the current Directors, at the first meeting of the Board following the annual meeting of Members.

The duties of the Chair shall include, but not be limited to, ensuring that the objects of the CMRAO are fulfilled, and that policies, priorities and goals, as established by the Board, are attended to in accordance with the By-laws. The Chair is the principal spokesperson for the Board and the CMRAO. The Chair shall be the officer to whom the CEO reports on matters arising between meetings of the Board. The Chair shall provide to the CEO such direction as may be required at such times, provided that such direction is consistent with the policies and practices as established by the Board and in accordance with the *Condominium Management Services Act* and the Administrative Agreement. The Chair shall, when present, preside at all meetings of the Board. The Chair or any two (2) other Directors shall sign all instruments that require his or her signature on behalf of the CMRAO, and shall attend to such duties and responsibilities as may be assigned to the Chair by the Board from time to time.

8.4 Election, Term and Duties of the Vice-Chair

The Vice-Chair, if one is appointed, may be elected from among the current Directors in order to fill in for the Chair during temporary absences. If the Chair is absent or unable or refuses to act, the Vice-Chair of the Board, if any, shall when present, preside at all meetings of the Board. The election or confirmation of the Vice-Chair shall occur on an annual basis during the first meeting of the Board following the annual meeting of Members.

8.5 Expenditures

The Board shall have the power to authorize expenditures on behalf of the CMRAO for the purpose of furthering the objects of the CMRAO.

Without limiting the authority of the Board, the Board may delegate, by resolution, to an officer or officers of the CMRAO, the right to employ and pay salaries to employees of the CMRAO or to authorize such other expenditures as may be approved by the Board.

8.6 Borrowing Power

The Board may from time to time:

- a) Borrow money on the credit of the CMRAO;
- b) Limit or increase the amounts to be borrowed;
- c) Issue, sell or pledge debt obligations (including bonds, debentures, notes or other like

liabilities whether secured or unsecured) of the CMRAO;

- d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the CMRAO, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the CMRAO; and
- e) Delegate the powers conferred on the Board under this paragraph to such officer or officers of the CMRAO and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred by this Section 8.6 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the CMRAO possessed by the Board or officers of the CMRAO independently of this By-law.

8.7 Agents and Employees

The Board may assign to the CEO the power to appoint such agents and engage such employees as the CEO shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the CEO at the time of such appointment. The remuneration and terms of employment of all agents and employees shall, subject to the other provisions of the By-laws, be fixed by the CEO in accordance with the salary grid and budget approved by the Board.

Article NINE: OFFICERS

9.1 Appointment

The Board will appoint a Chair if the Minister does not appoint a Chair pursuant to the *Condominium Management Services Act*. The Board will appoint a Secretary, and may appoint a CEO, Treasurer and Vice Chair and such other officers as it may require and may, if necessary, revoke such appointment. None of the said officers except for the Chair, Vice-Chair, and the Secretary and Treasurer shall be a Director or Member of the CMRAO. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board and may revoke such appointments. The duties of the officers shall include the following and such other duties as may be assigned by resolution of the Board.

9.2 Registrar

As provided in section 32 of the *Condominium Management Services Act* and section 7.4 of the Administrative Agreement, the Board shall appoint a Registrar and may appoint up to two deputy Registrars. The Registrar and any deputy Registrars shall be employees of the CMRAO and shall not be:

- (a) a Director;
- (b) a Statutory Director or deputy Statutory Director under the *Condominium Management Services Act*;
- (c) an employee or director of a trade association representing the interests of the condominium management sector; or

- (d) a licensee under the *Condominium Management Services Act*.

The Registrar shall exercise the powers and perform the duties imposed on the Registrar under the *Condominium Management Services Act*. The CMRAO acknowledges that the Registrar and any deputy Registrars exercise statutory duties that require independent decision-making and, for that purpose, the Board shall not interfere with the independent exercise of such statutory responsibilities but may review the manner in which those responsibilities are carried out, consistent with the Board's corporate and regulatory governance responsibilities.

9.3 Statutory Director

As provided in section 31 of the *Condominium Management Services Act* and section 7.4 of the Administrative Agreement, the Board shall appoint a Statutory Director and may appoint up to two deputy Statutory Directors. The Statutory Director and any deputy Statutory Directors shall not:

- (a) be a Director, unless the Board has approved guidelines providing for the independent exercise of the Statutory Director's statutory authority;
- (b) be the Registrar or a deputy Registrar;
- (c) hold a position in the CMRAO that is subordinate to the Registrar or a deputy Registrar; or
- (d) be a licensee under the *Condominium Management Services Act*.

The Statutory Director shall exercise the powers and perform the duties imposed on the Statutory Director under the *Condominium Management Services Act*. The CMRAO acknowledges that the Statutory Director and any deputy Statutory Directors exercise statutory duties that require independent decision-making and, for that purpose, the Board shall not interfere with the independent exercise of such statutory responsibilities but may review the manner in which those responsibilities are carried out, consistent with the Board's corporate and regulatory governance responsibilities.

9.4 Duties of the Chief Executive Officer

The Board may appoint the CEO for a term to be determined by a resolution approved by the majority of the Board.

The CEO, if one is appointed, shall be responsible for the day to day operations and performance of the CMRAO, serving as the main link between the Board and the rest of the organization, and such other duties as may be assigned by the Board from time to time. The CEO shall not be a member of the Board. The CEO may also be referred to as the executive director.

9.5 Duties of the Secretary and Treasurer

The Secretary shall give or cause to be given notices for all meetings of the Board or committees of Directors, if any, and Members when directed to do so and shall have charge of the minute books of the CMRAO and of the documents and registers as well as other such duties as may be determined by the Board.

If appointed, the Treasurer shall have such powers and duties as the Board may specify, and will attend to the financial matters and accounting of the CMRAO.

9.6 Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of that officer's:

- a) resignation, which resignation shall be effective at the time the written resignation is received by the Chair or at the time specified in the resignation, whichever is later;
- b) removal in accordance with Section 9.7 and the appointment of a successor; or
- c) death.

If the office of any officer of the CMRAO shall be or become vacant, the Board may, by resolution, in accordance with the requirements of the *Corporations Act*, appoint a person to fill such vacancy for the duration of the term.

9.7 Removal of Officers

Any officer, other than the Chair if appointed by the Minister, shall be subject to removal by a majority vote on a resolution by the Board at any time, with or without cause.

9.8 Duties of Officers May be Delegated

In case of the absence or inability to act of any officer of the CMRAO or for any other reason that the Board may deem sufficient, the Board may authorize the delegation of all or any of the powers of any such officer to any other officer or to any Director for such time as the Board may determine.

9.9 Powers

All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

Article TEN: PROTECTIONS FOR DIRECTORS AND OFFICERS

10.1 For the Protection of Directors and Officers

Except as otherwise provided in the *Corporations Act*, no Director or officer of the CMRAO shall be liable for:

- a) The acts, receipts, neglects or defaults of any other Director or officer or employee;
- b) Any loss, damage or expense incurred by the CMRAO through the insufficiency or deficiency of title to any property acquired by the CMRAO or for or on behalf of the CMRAO;

- c) The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the CMRAO shall be placed out or invested;
- d) Any loss or damage arising from the tortious act of any person or corporation including any person or corporation with whom or with which any monies, securities or effects shall be lodged or deposited;
- e) Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings by others with any moneys, securities or other assets belonging to the CMRAO; or
- f) Any other loss, damage or misfortune that may happen in the execution of the duties of the Directors' or officer's respective office or trust or in relation thereto,

unless the same shall happen by or through the Director's or officer's own dishonesty, negligence or wilful misconduct. In addition, no action or other proceeding shall be instituted against Directors, officers, employees or agents of the CMRAO or members of committees for an act done in good faith in the execution or intended execution of any such person's powers and duties under the *Condominium Management Services Act* or for an alleged neglect or default in the execution in good faith of that power or duty.

10.2 Indemnities to Directors and Officers

Every Director or officer of the CMRAO and their heirs and legal personal representatives shall be indemnified and saved harmless against and from any losses, costs, damages, expenses and liabilities of whatsoever kind, including amounts paid to settle an action or to satisfy a judgment and including all legal fees and other expenses (a "claim" or collectively, the "claims") which the Director or officer may sustain or become the subject to by reason of being or having been a Director or officer of the CMRAO, but this indemnity does not apply with respect to claims:

- a) Arising from any circumstances for which coverage is provided under an insurance policy or claims fund to the extent that the Director or officer is indemnified or covered under such policy or fund;
- b) Arising out of circumstances in which the Director or officer did not act in the performance or intended performance of the Director's or officer's duties as a Director or officer of the CMRAO; or
- c) Brought about or contributed to by the Director's or officer's dishonesty, negligence or wilful misconduct if there is a judgment or other final adjudication adverse to the Director or officer which establishes that there was dishonesty, negligence or wilful misconduct on the Director's or officer's part which was material to the cause of action as adjudicated.

10.3 Conflict of Interest

A Director who is directly or indirectly interested in a contract or transaction or proposed contract or transaction with the CMRAO shall make the disclosure required by the *Corporations Act* and shall comply in all respects with the conflict of interest guidelines set out in the CMRAO's Code of Conduct for Directors set out in Schedule E to the Administrative Agreement.

Article ELEVEN: CODE OF CONDUCT

11.1 Requirement for a Code of Conduct

The CMRAO shall establish a code of conduct, as set out in the Administrative Agreement.

The CMRAO shall ensure that the code is complied with by every Director and officer of the CMRAO and every other person employed, retained or appointed by the CMRAO.

Article TWELVE: CUSTODY OF SHARES AND SECURITIES

12.1 Custody of Securities

All shares and securities owned by the CMRAO shall be deposited and held with such registered dealer in securities as may be designated by resolution of the Board from time to time or, if so authorized by a resolution of the Board, in such other manner as the Board may determine from time to time. Any such registered dealer in securities shall provide the Board with a monthly accounting of the financial position of the CMRAO.

Article THIRTEEN: EXECUTION OF INSTRUMENTS

13.1 Execution of Instruments

Contracts, documents or any instruments in writing, requiring the signature of the CMRAO may be signed by the Chair alone or any two (2) Directors and all contracts, documents and instruments in writing so signed shall be binding upon the CMRAO without any further authorization or formality. The Board shall have the power from time to time by resolution to also delegate these powers to one (1) Director and the CEO or appoint any officer or officers or any person or persons on behalf of the CMRAO to sign specific contracts, documents or instruments in writing.

The term “**contracts, documents or instruments in writing**” as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers, and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

Article FOURTEEN: CHEQUES, DRAFTS, NOTES, ETC.

14.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the CMRAO and in such manner as the Board may from time to time designate by resolution.

Article FIFTEEN: NOTICES

15.1 Service

Unless provided otherwise in the By-laws, any notice or other document required by the

Corporations Act or the By-laws to be sent to any Director, Member or to the auditor shall be delivered personally or sent by prepaid mail or by electronic mail or facsimile to any such Director or Member at their latest address as shown in the records of the CMRAO and to the auditor at its business address, or if no address be given therein then to the last address of such Director or Member known to the Secretary or by such other methods of service as the Board may by resolution direct; *provided always* that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person or corporation entitled thereto, which consent may be sent to the CMRAO by electronic mail or facsimile.

15.2 Signature to Notices

The signature of any Director or officer of the CMRAO to any notice or document to be given by the CMRAO may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.3 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws of the CMRAO, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

15.4 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in Section 15.1 and put into an office or letter box of Canada Post Corporation. With respect to every notice or other document sent electronically or by electronic mail or facsimile or by such other methods of service as the Board may by resolution direct, it shall be sufficient to prove that such notice was sent from the CMRAO. A certificate of an officer of the CMRAO, indicating that the envelope or notice of transmission or receipt was properly addressed shall be conclusive evidence of the delivery thereof and shall be binding on every Director, officer or auditor of the CMRAO as the case may be.

15.5 Giving Notice

No error or omission in the giving of notice to any person entitled thereto, and no non-receipt of such notice, shall invalidate any decision taken or resolution passed thereat.

Article SIXTEEN: POLICIES

16.1 Policies

The Board may by resolution make or prescribe such policies or rules not inconsistent with the By-laws, the Administrative Agreement or applicable law relating to the management and operation of the CMRAO and such other matters as in any way relate to the CMRAO, its objects or the conduct of its affairs.

Article SEVENTEEN: BY-LAWS

17.1 By-laws

Subject to the *Corporations Act* and the Administrative Agreement, the Board may from time to

time enact By-laws relating in any way to the management of the CMRAO and for the conduct and administration of the CMRAO's affairs.

17.2 Available to the Public

The CMRAO shall make the By-laws available for public inspection within the time and manner specified in the Administrative Agreement or within thirty (30) days after the By-laws are made by the Board, if no time is specified in the Administrative Agreement. The CMRAO shall post all such By-laws on the CMRAO website.

Article EIGHTEEN: AUDITORS

18.1 Auditors

The Members shall at each annual meeting of Members appoint an auditor to audit the accounts of the CMRAO who shall hold office until the next following annual meeting; provided, however, that the Members may fill any vacancy in the office of the auditor. Regardless of the length of the term of appointment, the Members will continue to have the authority to change and/or renew the auditor on a yearly basis. The maximum period for a firm to be appointed and re-appointed by the CMRAO as its auditor is ten (10) years. The appointed auditor shall provide a report to the Directors on the audited accounts of the CMRAO at a time determined by the Board, to be reviewed and approved by the Board prior to its inclusion in the Annual Report which is to be made public at the next annual meeting of Members following the auditor's appointment. The remuneration of the auditor shall be fixed by the Board.

Article NINETEEN: FINANCIAL YEAR

19.1 Financial Year

The financial year of the CMRAO shall terminate on the 31st day of March in each year or on such other date as the Directors may from time to time by resolution determine.

Article TWENTY: GENERAL

20.1 By-laws Come into Force

- a) After approval by the Minister in accordance with Section 7.1(1) of the Administrative Agreement, this By-law (except for Section 8.6) shall come into force immediately following approval by a resolution of the Board. This By-law is effective only until the next meeting of Members, where it may be confirmed, rejected or amended by the Members by Special Resolution. If this By-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- b) This By-law ceases to have effect: (i) if it is not confirmed at the next meeting of Members; or (ii) if it is rejected by the Members at such meeting.
- c) Section 8.6 shall come into force immediately upon confirmation by Special Resolution of the Members.

20.2 By-law Interpreted According to the Law of Ontario

This By-law shall be interpreted according to the laws of the Province of Ontario.

20.3 Presumptions in By-law

Where appropriate in the circumstances, this By-law may be read with changes of gender or number presumed, unless such presumption patently changes the intended meaning of the By-law.

20.4 Severability

If any provision of this By-law is determined to be void or illegal, such finding shall not affect the balance of this By-law.

20.5 Repeal

All previous By-laws of the CMRAO are repealed and are replaced by this amended and restated general By-law. The said repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-law before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of this By-law, and all resolutions of the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.