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S-0006410

THE REAL ESTATE INSTITUTE OF BRITISH COLUMBIA

BYLAWS

Part 1 - Interpretation

1.1 In the Constitution and the Bylaws:

- a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
- b) "Address of the Society" means the address of the Society as filed from time to time with the Registrar,
- c) "AGM" means an annual general meeting,
- d) "Board of Governors" or "Board" means the Governors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Institute and exercising the powers of the Institute,
- e) "Bylaws" means the Bylaws of the Institute as filed with the Registrar,
- f) "Chair" means a person elected to the office of Chair in accordance with these Bylaws,
- g) "Constitution" means the Constitution of the Institute as filed with the Registrar,
- h) "electronic meeting" means a fully or partially electronic general meeting, in accordance with the Act and the Bylaws,
- i) "general meeting" includes an AGM and a special general meeting,
- j) "Governors" or "Board" means the Governors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society, and "a Governor" means any one of them,
- k) "Governors Resolution" means:
 - i) a resolution passed at a duly constituted meeting of the Governors by a simple majority of the votes cast by those Governors who are present and entitled to vote at such meeting, or
 - ii) a resolution that has been submitted to all Governors and consented to in writing by 75% of the Governors who would have been entitled to vote on the resolution in person at a meeting of the Governors, and such a resolution may be in two or more counter-parts,
- l) "Institute" means The Real Estate Institute of British Columbia,

- m) "Members" means the applicants for incorporation of the Institute and those persons who have subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members, and "a Member" means any one of them,
- n) "ordinarily resident" has the meaning given to it by the Income Tax Act,
- o) "Ordinary Resolution" means:
 - i) a resolution passed at a general meeting by the Members by a simple majority of the votes cast in person, or
 - ii) a resolution that has been submitted to the Members and consented to in writing by 75% of the Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society, and such a resolution may be in two or more counter-parts,
- p) "Profession of Real Estate" has the meaning given to it by the Governors,
- q) "registered address" means a Member's address as recorded in the register of Members,
- r) "Registrar" means the Registrar of Companies of the Province of British Columbia,
- s) "Senior Manager" has the meaning given to it by section 61 of the Act,
- t) "Special Resolution" means:
 - i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by proxy, or
 - ii) A resolution consented to in writing by all the Voting Members, and such a resolution may be in two or more counter-parts,
- u) "Voting Member" has the meaning given to it by Bylaw 6.7 (1),
- v) "written" means any mode of representing or reproducing words in written form, including printing, typewriting, photography, e-mail, and other electronic means,
- w) the singular includes the plural and vice versa, and
- x) persons include corporations and associations.

1.2 1) The definitions in the Act on the date the Bylaws become effective apply to the Constitution and Bylaws.

2) if there is a conflict between the Bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

1.3 The Institute must on request provide a Member with a copy of the current Constitution and Bylaws, without charge.

1.4 The Constitution and Bylaws can only be altered by Special Resolution, and a Special Resolution does not take effect until filed with the Registrar.

1.5 The Institute must not distribute any of its money or other property except as permitted by the Act.

Part 2 - Membership

2.1 The Members are those persons who become Members in accordance with these Bylaws and who have not ceased to be Members.

2.2 1) There are five classes of Member – Professional, Honorary, Retired, Nominee, and Associate.

2) An application for Professional, Nominee, or Associate membership must:

- a) be in writing and in a form approved by the Governors,
- b) include the full name, address, telephone number, facsimile number and e-mail address of the applicant,
- c) be made to and is subject to the approval of the Governors,
- d) include any membership dues and application fees which are payable, and
- e) provide such other information as is required by the Governors.

3) The Governors may in their sole discretion accept, postpone or refuse an application for membership.

4) Bylaws 2.2 (2)(c) and 2.2 (3) apply to all applicants, except for a Professional Member who ceased to be a Member three years or less previously, and who applies to resume being a Professional Member.

2.3 A Professional Member must be all of the following:

- a) a person who has completed a program of studies in real estate or who holds such professional designation or educational qualifications, or both, as are deemed by the Governors to be acceptable,
- b) a person who:
 - i) is engaged in the Profession of Real Estate at the time of applying for membership, has been so engaged for at least three of the four years immediately preceding the date of application, and continues to be so engaged, or
 - ii) has such work experience within the ten years preceding the date of the application as is deemed equivalent by the Governors.
- c) a person who:
 - i) has a well earned reputation for competence, integrity and ethical dealing in the Profession of Real Estate, and
 - ii) is of good moral and financial repute, and

- iii) has never been convicted of an indictable offence, and
- d) a person who agrees to comply with the Code of Professional Conduct of the Institute, and to require that all that person's employees do likewise.

2.4 1) An Honorary Member is appointed by Governors Resolution, and must be a person who:

- a) has provided outstanding service to the Institute or to the Profession of Real Estate in British Columbia, or both, and
- b) agrees to comply with the Code of Professional Conduct of the Institute, and to require that all that person's employees do likewise.

2) A Retired Member is a Professional Member who:

- a) has retired from the Profession of Real Estate, and
- b) no longer receives any remuneration from the Profession of Real Estate.

A Retired Member who resumes the Profession of Real Estate, or resumes receiving remuneration from the Profession of Real Estate, must cease being a Retired Member and resume being a Professional Member.

3) A Nominee Member is a person who:

- a) Complies with Bylaws and 2.3 (c) (ii) and (iii) and (d) and is registered in a program or such courses relating to real estate as the Governors deem to be of an acceptable standard, or
- b) Is a person who has made the commitment to qualify to be a Professional Member.

4) An Associate Member is a person, association or corporation that supports the goals of the Institute, but that is not eligible for membership in another class.

5) A Retired, Nominee, Honorary, or Associate Member:

- a) has the rights to notice of and to attend general meetings,
- b) may only speak at general meetings if permitted by ordinary resolution, and
- c) does not have the right to vote or be nominated for election as a Governor.

2.5 1) membership is not transferable, and must be renewed annually.

2) Annual membership dues for each class of Member, and the date for their payment, must be set by the Governors. The Governors may also set membership application fees.

3) Honorary Members pay no annual membership dues.

4) Annual membership dues are not refundable.

5) A Professional Member may apply to the Governors for a leave of absence for parental, family, health or another cause deemed reasonable by the Governors, for a term of not greater than two years. An application for a leave of absence must:

- a) be in writing,
- b) specify the reason for which the leave is requested, and the length of the leave, and
- c) not be unreasonably refused by the Governors.

During a leave of absence, a Professional Member cannot vote or be a Governor, and must not use the terms “R.I. (B.C.)” or “RI” in any way. At the end of a leave of absence, a Professional Member resumes the right to vote, to be a Governor and to use the terms “R.I.(B.C)” or “RI”, subject to:

- a) providing the Institute with the information set out in Bylaw 2.2 (2), and
- b) paying any annual membership dues or other debt payable to the Institute.

2.6 Every Member and Governor must comply with:

- a) the Act,
- b) the Constitution and Bylaws,
- c) any rules and policies made by the Governors, and
- d) rules of order governing the conduct of general meetings and of meetings of the Governors.

2.7 A Member becomes a Member not in good standing on failing to pay:

- a) a debt due and owing to the Society, or
- b) annual membership dues by the date set by the Governors.

2.8 A Member ceases to be a Member on:

- a) resigning in writing,
- b) death or, in the case of a Member which is an association or corporation, on dissolution,
- c) having been a Member not in good standing for 90 days, or
- d) on being expelled.

2.9 1) A Member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A Member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

Part 3 – Professional Designation

3.1 1) A Professional Member in good standing has the right to use the title “R.I. (B.C.)” or “RI” after the Member’s name.

2) A Retired Member in good standing has the right to use the title “R.I. (B.C.) (Retired)” or “RI (Retired)” after the Member’s name.

3) An Honorary Member may use the title “R.I. (B.C.)(Hon.)” or “RI (Hon.)” after the Member’s name.

4) The Institute may issue a certificate to a Member, evidencing that the person is a Member. Such a certificate remains the property of the Institute, and must be returned by the Member to the Institute forthwith upon the Member ceasing to be a Member.

5) A Professional Member may own a seal embossed with the name of the Institute, and the Member’s name followed by the initials “R.I. (B.C.)” or “RI”, and may use that seal while the person is a Professional Member in good standing.

Part 4 - Meetings of Members

4.1 1) General meetings must be held at the time and place, in accordance with the Act and the Bylaws, that the Governors determine.

2) An AGM must be held at least once in every calendar year.

3) Every general meeting, other than an AGM, is a special general meeting.

4.2 1) The Governors may when they think fit convene a special general meeting.

2) The Members may requisition a general meeting pursuant to section 75 of the Act.

Part 5 - Notice to Members

5.1 1) Notice of a general meeting must:

a) specify the place, day and hour of meeting,

b) include the text of any special resolution to be proposed at the meeting,

c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and

d) be sent to all Members not fewer than 14 days but not greater than 60 days before the meeting.

2) The accidental omission to send notice of a general meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at that meeting.

5.2 1) Notice of a general meeting must be given to:

a) every Member shown on the register of Members on the day notice is given, and

b) the auditor, if any.

2) No other person is entitled to receive a notice of general meeting.

5.3 A notice may be given to a Member either personally, by mail, by e-mail or by other electronic means to the Member at the Member’s address or e-mail address, as shown in the register of Members.

- 5.4** 1) A notice sent by mail from the Institute's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Metro Vancouver Regional District or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by e-mail is deemed to have been received 24 hours after being sent.
- 5.5** A Member must promptly and in writing notify the Institute of any change in the Member's name, address, e-mail address, or telephone number.

Part 6 - Proceedings at General Meetings

- 6.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Governors on their activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect Governors, if required,
 - j) business arising out the financial statements, the auditor's report, the report of the Governors, and any matter about which notice has been given in the notice of the meeting,
 - k) special resolutions, if any, of which notice has been given as required by the Act and the Bylaws,
 - l) any Members' proposals pursuant to section 81 of the Act, and
 - m) adjourn.
- 2) The financial statements presented to an AGM must comply with the Act.
- 3) The business at a special general meeting is limited to:
- a) adopting rules of order,
 - b) that set out in a requisition pursuant to Bylaw 4.2, if applicable, and
 - c) that determined by the Governors pursuant to Bylaw 4.2.
- 6.2** 1) Quorum at all times at a general meeting is 25 Professional Members present in person or by proxy.

2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of voting Members is present.

3) If at any time during a general meeting there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4) A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Society is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

5) If a society holds a general meeting that is not an electronic meeting, the society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.

6) If a society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.

6.3 If within 30 minutes from the time set for holding a general meeting a quorum of voting Members is not present:

a) in the case of a meeting convened on a requisition of Members, the meeting is terminated, and

b) in any other case, the meeting stands adjourned to a time and place determined by the Governors but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting Members who are present constitute a quorum for that meeting.

6.4 1) A general meeting can only be adjourned by ordinary resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.

4) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

6.5 1) The President must chair each general meeting.

2) If the President is not present within 30 minutes after the time appointed for a meeting, or is unable or unwilling to act as chair, the President-Elect must be chair.

3) If neither the President nor the President-Elect is present within 30 minutes after the time set for the meeting, or neither of them is able or willing to act as chair, the Members present must choose a Member to be chair.

6.6 1) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or Bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the resolution fails.

3) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

6.7 1) Each Professional Member in good standing is a Voting Member, and has the right to one vote at a general meeting. No other Member can vote.

2) Voting in an election of Directors, an ordinary resolution or a special resolution may be conducted by mail, email, online voting system, or other electronic means.

3) A vote by mail, email, online voting system, or other electronic means must be conducted as follows:

a) All Voting Members in good standing must be sent the resolution or list of nominees, together with such information about the nominees or the intent and effect of the resolution as the Board deems reasonable,

b) Clear instructions for voting must be sent with the list of nominees or resolution, including the time and date by which a vote must be cast, and information on how to do so, and

c) The process for voting and for tabulation of the votes is confidential, verifiable, reliable, and consistent with democratic norms.

4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

5) All Members have the right to notice of, to attend and to speak at general meetings. A Member who is not in good standing cannot vote.

6.8 1) Proxy voting is permitted at general meetings.

2) A Professional Member in good standing may appoint another such Member to vote as the Member's proxy at a general meeting.

3) The instrument appointing a proxy must be in the following form, or in any other form that the Governors approve:

*I, _____, of _____, hereby
appoint _____, of _____, as
my proxy to vote for me and on my behalf at the general meeting of The Real
Estate Institute of British Columbia on the __day of _____, 20*

_____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.

4) A proxy must be delivered to the Secretary-Treasurer at least 30 minutes before the time appointed for the meeting.

5) A Member must not hold more than ten proxies at a general meeting.

6) The Governors may require that the form of a proxy state how the person holding the proxy must vote on any special resolutions that have been proposed.

6.9 Subject to the Act and the Bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

Part 7 – Governors

7.1 Subject to the Act, the Regulations, the Constitution and the Bylaws, the Governors must manage, or supervise the management of, the activities and internal affairs of the Society.

7.2 1) A Governor must, when exercising the powers and performing the functions of a Governor:

d) act honestly and in good faith with a view to the best interests of the Society,

e) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

f) act in accordance with the Act and Regulations, and

g) subject to paragraphs (a) to (c), act in accordance with the Bylaws.

2) Without limiting subsection (1), a Governor, when exercising the powers and performing the functions of a Governor, must act with a view to the purposes of the Society.

3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of Governors of a society.

4) Nothing in a contract or the Bylaws relieves a Governor from

a) the duty to act in accordance with this Act and the Regulations, or

b) liability that, by any enactment or rule of law or equity, would otherwise attach to the Governor in respect of negligence, default, breach of duty or breach of trust of which the Governor may be guilty in relation to the Society.

7.3 1) There must be 12 Governors, including:

a) four who are ordinarily resident in Vancouver District

b) two who are ordinarily resident in Vancouver Island District,

c) one who is ordinarily resident in each of the following:

- i) Fraser Valley District,
 - ii) North Fraser Valley District,
 - iii) Thompson/Okanagan District,
 - iv) Kootenay District,
 - v) Northwest, Cariboo & Prince Rupert District, and
 - d) the Immediate Past-President.
- 2) The Governors must determine the geographic boundaries of the areas set out in Bylaw 7.3 (1), which are the Districts of the Institute.
- 3) A Governor must:
- a) be a Professional Member in good standing,
 - b) consent in writing to being a Governor, and
 - c) be qualified to be a Governor pursuant to section 44 of the Act and these Bylaws.
- 4) With the exception of the Immediate Past-President, a Governor must not be a Governor for more than nine consecutive years. A Governor who has been a Governor for nine consecutive years ceases to be a Governor, and is not eligible to be elected or appointed as a Governor for one year. A person is not eligible to be a candidate for election as a Governor if the longest term of office to which the person may be elected would cause the person to contravene this Bylaw.
- 5) The Immediate Past-President is that person who most recently was the President, but who has ceased to hold that office.

7.4

- 1) The Governors must, no later than April 1st each year:
- a) appoint a Nominations & Elections Committee made up of not fewer than three Members, and
 - b) notify all Professional Members that there will be an election, and issue a call for nominations.
- 2) The Nominations & Elections Committee must ensure that sufficient candidates for election as Governor are nominated to fill the available vacancies in each District.
- 3) With the exceptions of the President, President-Elect, and Immediate Past-President, a Governor:
- a) has an ordinary term of office of two years, beginning on July 1st immediately following the date on which the Governor is elected, and ending on June 30th two years later, and
 - b) must be elected by the Professional Members who are ordinarily resident or whose business premises are in the District in which the Governor resides.

- 4) One half of the Governors, or so near to one half as is reasonably practicable, must be elected each year. A Governor may be elected to a one year term so as to comply with this Bylaw.
- 5) A candidate for election as a Governor must be nominated by two Professional Members, or the Nominations & Elections Committee,
- 6) A Professional Member who is ordinarily resident in or whose business is located in a District has a number of votes in an election equal to the number of vacancies to be filled in that District.
- 7) The Institute must, no later than May 5th each year, send to each Professional Member who is ordinarily resident in a District:
 - a) a ballot marked with the names of the candidates for election as Governor from that District,
 - b) information provided by each candidate about the candidate, of a nature and length determined by the Nominations & Elections Committee, and
 - c) clear instructions on how and when the ballot must be completed and returned.
- 8) The Nominations & Elections Committee must:
 - a) ensure that the process for elections is confidential, secure, reliable and verifiable,
 - b) count or provide for the counting of ballots, and
 - c) inform the AGM of the results of the election.
- 9) An election of Governors may be conducted by means of electronic balloting, provided that the Governors are reasonably satisfied that the means used are secure, reliable and verifiable.
- 10) The candidate or candidates with the greatest number of votes is or are elected. Where there are more than two candidates for one position, the candidate with a plurality of votes is elected. A Member who has two or more votes must not cast more than one vote for a candidate, and need not use all the votes. In the event of a tie vote in an election of Governors, the result must be determined by toss of coin or other random means agreed to by the affected candidates.
- 11) If the number of nominees in a District is equal to or fewer than the number of vacancies, a ballot need not be held and they must be declared elected.
- 12) The Nominations & Elections Committee may, subject to the Bylaws and any resolutions of the Governors, determine reasonable policies for nominations and elections.

7.5 1) A Governor forthwith ceases to be a Governor on:

- a) resigning in writing,
- b) ceasing to be a Professional Member in good standing,

- c) the end of the Governor's term of office, unless the Governor is re-elected,
- d) death,
- e) becoming unable to perform the duties of a Governor due to physical or mental disability,
- f) ceasing to be ordinarily resident in the District which the Governor represents,
- g) in the case of the Immediate Past-President, ceasing to be the person who most recently held the office of President, or
- h) failing to attend three consecutive meetings of the Governors without the authorization of the Governors.

2) A Governor ceases to be a Governor on the June 30th immediately following the date on which the Governor ceases to be ordinarily resident in the District which the Governor represents.

7.6 No act or proceeding of the Governors is invalid only by reason that there are fewer in office than the number required by Bylaw 7.3.

7.7 A Governor may be removed before the expiration of that person's term of office by special resolution.

7.8 If a vacancy occurs in the Governors, then the remaining Governors may appoint a Member who is qualified pursuant to Bylaw 7.3 to fill the vacancy until the June 30th immediately following.

7.9 A Governor must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Institute, but must not be remunerated for being or acting as a Governor.

7.10 A Governor and a Senior Manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.

7.11 Subject to court approval, the Institute must indemnify a Governor or former Governor, and a Governor's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Governor, in a civil, criminal or administrative action or proceeding to which the Governor is made a party because of being or having been a Governor, including an action brought by the Institute, if:

- a) the Governor acted honestly and in good faith with a view to the best interests of the Institute, and
- b) in the case of a criminal or administrative action or proceeding, the Governor had reasonable grounds for believing the Governor's conduct was lawful.

Part 8 - Proceedings of the Governors

8.1 1) The Governors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

2) The Governors must meet not fewer than three times each year. A meeting of the Governors may be called by:

- a) the President, or
- b) any three Governors, or
- c) resolution of the Governors.

3) Quorum at a meeting of the Governors is a majority of Governors then in office.

4) The President must chair all meetings of the Governors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the President-Elect must act as chair, but if neither is present the Governors present must choose one of their number to be chair at that meeting.

5) Notice of a meeting of the Governors is sufficient if sent by e-mail.

6) The accidental omission to give notice of a Governors' meeting to a Governor, or the non-receipt of a notice by a Governor, does not invalidate proceedings at that meeting.

8.2 When a meeting of the Governors is held immediately following the election or appointment of a Governor or Governors, it is not necessary to give notice of the meeting to the new Governors for the meeting to be constituted, if a quorum is present.

8.3 A Governor may waive in writing notice of any meeting or meetings of the Governors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of the Governors need be sent to that Governor, and
- b) all meetings of the Governors, notice of which have not been given to that Governor are, if a quorum is present, deemed to be valid and effective.

8.4 1) Except where otherwise required, a question arising at a meeting of the Governors or a committee must be decided by a majority of votes.

2) A resolution proposed at a meeting of the Governors or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

3) In the case of an equality of votes at a meeting of the Governors or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the motion or resolution is defeated.

8.5 1) The Governors may delegate any, but not all, of their powers to a committee or committees consisting of Governors or Members, as they deem fit.

2) A committee can only be formed by Governors Resolution. The resolution must set out the responsibility and authority of the committee and appoint its Members, and may appoint the committee's chair and set the dates of its meetings.

3) A committee must conform to any other rules imposed on it by the Governors, and must report every act or thing done in exercise of its powers to the earliest meeting of the Governors held next after it has been done.

8.6 The Governors may establish a Chapter in each District as defined in Bylaw 7.3 (2), and may establish such other chapters as they deem fit.

8.7 Subject to the Act and the Bylaws, the Governors may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 9 – Officers

9.1 1) The elected officers are the President, the President-Elect, and the Secretary-Treasurer. The officers are the President, the President-Elect, the Secretary-Treasurer, Immediate Past-President, and Executive Officer, who, acting as a body, are the Executive Committee. The Governors may appoint other Governors to the Executive Committee.

2) The Governors must at their first meeting after the AGM, or as otherwise required, elect a President-Elect from amongst the Governors listed in Bylaw 7.3 (1)(a), (b) and (c).

3) Unless the circumstances require otherwise, the President-Elect becomes President upon the President ceasing to hold office.

4) A President has an ordinary term of one year, but the Governors may appoint a President to a second one year term.

5) A person must not be President for more than two consecutive years, or President-Elect for more than two consecutive years. The President and the President-Elect are numbered amongst the Governors elected pursuant to Bylaw 7.3 (1)(a), (b) and (c), but neither need be elected pursuant to Bylaws 7.3 and 7.4 while holding those offices.

6) The Governors must at their first meeting following the AGM elect a Secretary-Treasurer.

7) The Governors may elect a Governor to take the place of an elected officer who has ceased to hold office for any reason.

8) An elected officer ceases to be an elected officer on:

- a) ceasing to be a Governor,
- b) being dismissed by a vote of which 2/3 of the Governors are in favour, or
- c) resigning in writing.

9) If an elected officer ceases to hold office other than at the end of the officer's term of office, the Governors must so soon as is reasonably practicable elect a Governor to replace that officer.

10) The Executive Officer:

- a) must be appointed by resolution of the Governors,
- b) may also be titled the Chief Executive Officer, General Manager or Executive Director,
- c) is responsible for the operations and management of the Institute, subject to the direction of the Governors,

- d) reports to the Governors, and
- e) is entitled to notice of, to attend, to speak at, but not to vote at meetings of the Governors.

9.2 The President:

- a) must chair all meetings of the Institute and the Governors,
- b) must supervise the other officers in the execution of their duties, and
- c) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Governors.

9.3 The President-Elect must in the President's absence or inability perform the duties of the President.

9.4 The Secretary-Treasurer is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Governors meetings,
- b) keeping the records and documents of the Institute in accordance with the Act, including the register of Members,
- c) conducting the correspondence of the Institute, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act,
- e) receiving and banking all monies received by the Institute,
- f) keeping accounting records in respect of the Institute's financial transactions,
- g) maintaining a discipline and complaints register and entering in it details of all disciplinary actions taken by the Governors,
- h) preparing the Institute's financial statements, and
- i) making the Institute's filings with respect to taxes.

The duties of the Secretary-Treasurer may be delegated by the Governors to an employee.

9.5 In the absence of the Secretary-Treasurer from a meeting, the Governors must appoint another individual to act as Secretary-Treasurer.

Part 10 – Borrowing and Investment

10.1 The Society may borrow money, and issue bonds, mortgages, debentures, notes or other evidence of debt obligations, but only if it is approved by special resolution.

10.2 The Governors may invest the funds of the Institute in such manner and in such securities, properties and investments as the Governors in their absolute discretion deem in the best interests of the Institute.

- 10.3** 1) A Member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.
- 2) The Governors may by resolution restrict the Members' rights to inspect the register of Members, pursuant to section 25 of the Act.
- 3) A Governor may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
- 4) A person other than a Member or Governor cannot inspect the records of the Society, except as required or permitted by resolution of the Governors, the Bylaws, the Act, or another statute.
- 10.4** The Governors must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.
- 10.5** 1) The Governors may provide a common seal for the Institute and may destroy a seal and substitute a new seal in its place.
- 2) The seal must be kept at the head office of the Institute.
- 3) The common seal must be affixed only when authorized by a resolution of the Governors, and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and a Governor.

Part 11 – Auditor

- 11.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 11.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of appointment or removal.
- 11.5** The auditor may attend general meetings.
- 10.6** The Governors must fill all vacancies arising in the office of auditor between AGMs.

Part 12 – Discipline

- 12.1** 1) The Governors may discipline any Member whose conduct is considered by them to have been unbecoming a Member of the Institute, or who in the opinion of the Governors has demonstrated incompetence in discharging the Member's professional duties.
- 2) The Governors must appoint a Professional Conduct Committee, which is responsible for investigating any complaint about the professional conduct of a

Member, and which may of its own volition institute an investigation of any Member whose conduct is in its opinion contrary to the Code of Professional Conduct.

3) If the Governors decide by a majority vote of all the Governors that a Member is guilty of misconduct as aforesaid, they may impose upon the Member one or more of the following penalties:

- a) Expulsion from membership,
- b) Suspension from membership for a period of time as determined but not to exceed twelve months,
- c) A severe reprimand, to remain part of the Member's permanent record,
- d) A reprimand, to remain part of the Member's permanent record for a period of five years, after which time it must be expunged,
- e) A fine, not to exceed \$5,000.00,
- f) Costs, and
- g) Requirement to attend and successfully complete a course of instruction, or write examinations, relevant to the Profession of Real Estate.

4) A Member whose alleged misconduct is considered by the Governors to be of a serious nature may, by unanimous vote of the Governors, be suspended from membership at any time during disciplinary proceedings, including before the holding of the hearing provided for in this Part, such suspension to remain in effect until a penalty is imposed upon that Member pursuant to the provisions of this subsection or until he is found not guilty of misconduct.

12.2 1) An appeal from the decision of the Governors may be taken by a Member to the Governors by notice in writing delivered to the Executive Officer by the Member within fourteen days after the decision was sent to the Member. An appeal may be from any finding of the Professional Conduct Committee as approved by the Governors, or from any penalty imposed, or from both. With such notice the Member appealing must pay a fee to the Institute in the amount of \$500.00. The notice of appeal must contain a brief statement of the grounds of appeal.

2) Any such appeal must be dealt with by the Governors of Appeal appointed by the President, including not less than three former elected officers of the Institute who did not serve on the Professional Conduct Committee, one of whom should be the Immediate Past President.

3) Notice of hearing of the appeal must be given to the Member thirty (30) days prior to the date of such hearing. Failure of the Member to appear must not prevent the hearing of the appeal which may, in the discretion of the Governors of Appeal, proceed in the Member's absence, or the Governors of Appeal may dismiss the appeal if the Member fails to appear.

- 4) The Governors of Appeal may:
 - a) dismiss an appeal,
 - b) set aside the decision of the Governors in whole or in part,
 - c) remit the matter to the Professional Conduct Committee for a new hearing, or
 - d) give any decision and impose any of the penalties set out in Bylaw 12.2 (3).
- 5) If the Governors of Appeal admit new evidence the Governors of Appeal have the same powers and must proceed in the same manner in respect of such evidence as the Professional Conduct Committee.
- 6) The fee provided for in Bylaw 12.2 (1) may, upon the disposition of an appeal and at the discretion of the Governors of Appeal, be returned in whole or in part to the Member. In addition, the Governors of Appeal, in their discretion, may impose upon that Member the costs, in whole or in part, of the appeal.
- 7) The decision of a majority of the Governors of Appeal is final, binding and conclusive of all matters dealt with therein.

12.3 In any case where a Member has been suspended or expelled, the Governors may, after the time for appeal has expired, or, where an appeal is made and dismissed, cause a notice of the action taken to be published.

12.4 The Governors, may make regulations governing the procedures involved in the discipline of Members so as to ensure their fairness, proper functioning and compliance with law.

12.5 In connection with any complaint about the professional conduct of a Member, any information or documents which form part of the minutes of any meeting of the Governors or the Professional Conduct Committee, any decision made or action taken by them, and any report prepared for them, must not be disclosed to any person except for the purpose of complying with these Bylaws or the order of any court of competent jurisdiction.

12.6 A person who:

- a) is related to a Member charged or investigated pursuant to Bylaw 12.1, or
- b) has instituted a complaint pursuant to Bylaw 12.1 or is an employee, agent or shareholder of, or is directly or indirectly financially interested in, a complainant, or
- c) is directly or indirectly financially interested in the business activities of the Member under investigation pursuant to Bylaw 12.1,

must not participate in any investigation or hearing pursuant to this Part.

12.7 1) A Member who is a Member of any other professional association must forthwith report to the Institute any disciplinary proceedings begun by that association against the Member with respect to that association's code of

conduct, code of ethics, standards of practice, or other mandatory professional obligations.

2) The Governors must appoint a Professional Conduct Committee to investigate a report pursuant to Bylaw 12.7 (1).

3) Where a Member is proven to have contravened the code of conduct, code of ethics, standards of practice, or other mandatory professional obligations of another professional association to which that Member belongs, the Board must appoint a Professional Conduct Committee pursuant to Bylaw 12.1 (2) to consider the matter, and may take such action pursuant to Bylaw 12.1 (3) as it deems necessary.

4) A Member subject to this Bylaw is deemed to have consented to the disclosure of all information held by that other association to the Institute.

5) A Member may appeal a decision pursuant to this Bylaw pursuant to Bylaw 11.2.

Part 13 – Code of Professional Conduct

Professional Members work in all sectors of the Profession of Real Estate and the business community including, but not limited to:

- Sales and Leasing.
- Investment and Finance.
- Planning and Land Development.
- Property Management.
- Appraisal and Assessment.
- Real Estate Consulting.
- Legal and Notarial Services.
- Industry Education.

The following code of professional conduct recognizes this diversity in our Members.

The reputation and public confidence of the Institute is maintained by the commitment of Members to strictly adhere to the following professional codes of conduct.

1. **Integrity:** Members must conduct all professional relations with integrity, fairness and due regard for the interests of associates, clients, governments and the public.

2. **Confidentiality:** Where Members are participating on Institute committees or acting otherwise on behalf of the Institute, Members must maintain confidentiality where the breach of that confidence is detrimental to other Members or to the Institute.

3. **Conflict of Interest:** Members must fully disclose all conflicts of interest. When a Member suspects that he or she is in conflict of interest, the Member must provide full and timely disclosure to the parties involved.

4. **Competent Quality Service:** Members must fulfill their professional obligations in a timely and competent manner with due attention to appropriate professional standards. Members must not provide advice or service outside of their area of expertise, without expert supervision.

5. **Expert Knowledge and Life-Long Learning:** Members must actively pursue life-long learning to develop and maintain current expert knowledge and competency in the practice of their profession.

6. **Reputation:** Members must avoid any action or situation that will jeopardize the reputation of the Institute or fellow Members of the institute.

7. **Standards:** Members of other professional organizations must adhere to the Codes of Conduct, Codes of Ethics, and Standards of Practice of those organizations.

Many Professional Members also belong to other professional associations that have codes of conduct, codes of ethics, standards of practice, and other mandatory professional obligations, and as a result are subject to Bylaw 12.7.