

**Annual General Meeting
Building Owners & Managers Association of Manitoba
December 18th, 2020 – Virtual Event hosted by Zoom**

Meeting Agenda

1. Call to Order
2. Approval of the Agenda
3. Approval of Minutes of previous AGM (January 31, 2019)
4. Audited 2019 statements for information
5. Appointment of Auditors and Financial Institution
6. President's Report
7. Amendments to the By-Laws
8. Elections to the Board of Directors
9. New Business
10. Adjournment

BOMA Manitoba's Mission:

To promote excellence and create value for our members and the commercial and institutional buildings industry through networking, advocacy, education, and recognition.

**DRAFT Meeting Minutes of the Annual General Meeting
of the Building Owners & Managers Association (Manitoba) Inc.**

Wednesday, January 31, 2019 at 360 Main, Winnipeg

The meeting was called to order by BOMA President Joanne Gesell at 10:03 a.m.

Ms. Gesell advised that the purpose of the meeting was to review the most recent audited financial statements, appoint the auditor for the fiscal year ended December 31, 2018 and the banking institution for 2019; to elect directors of the Association; and to discuss any other business of importance to the Association.

She advised that the annual meeting had been appropriately called and that the required 30 days written notice to the members had been given via email invitation, with a follow-up email. The quorum of at least ten voting members was met. The member firms represented were as follows:

- 1) Primaris Management
- 2) QuadReal Property Group
- 3) SRS Signs & Service
- 4) Mac-Tower Inc.
- 5) GWL Realty Advisors
- 6) Winnipeg Goldeyes Baseball Club
- 7) Artis REIT
- 8) Artis REIT / AX Property Management
- 9) McCor Management
- 10) Manitoba Public Insurance
- 11) Assiniboine Credit Union
- 12) Shindico Realty Inc.
- 13) Paladin Security
- 14) Transcona Roofing
- 15) Accurate Drafting
- 16) Pinchin
- 17) Demand Side Energy
- 18) Harvard Property Management
- 19) MJ Roofing
- 20) Royal Canadian Properties Limited
- 21) Bentall Kennedy (Canada) LP
- 22) Richardson Centre Limited
- 23) Colliers International (by proxy)
- 24) Bee-Clean Building Maintenance (by proxy)
- 25) Morguard (by proxy)

Ms. Gesell further advised that the constitution restricts voting to one vote per member firm registered with BOMA Manitoba and that proxies had been received.

1. Approval of Agenda

Motion made by Sandra Hagenaaers (Primaris Management) and seconded by Vince D'Angiolo (Pinchin) that the agenda be approved as distributed. **Carried.**

2. Approval of Minutes

Ms. Gesell advised that copies of the minutes of the Annual General Meeting held January 16, 2018 had been distributed. She asked if there were any errors or omissions. There were none.

Motion made by Alex Akman (Shindico Realty Inc.) and seconded by Shane Storie (SRS Signs & Service) that the minutes of Annual General Meeting, January 16, 2018 be approved as presented. **Carried.**

3. Financial Statements

In the absence of Secretary/Treasurer Craig Dunsire, Ms. Gesell asked that BOMA Executive Director Tom Thiessen present the audited 2017 financial statements. Mr. Thiessen provided a summary of the audited statements. There were no questions from the floor.

4. Appointment of Auditors and Banker

Motion made by Alex Fleming (Demand Side Energy) and seconded by Alex Akman (Shindico Realty Inc.) that BDO Dunwoody be appointed as the Association's auditors for the fiscal year ended December 31, 2018. **Carried.**

Motion made by Janine Gunter (Transcona Roofing) and seconded by Perry Schultz (GWL Realty Advisors) that Assiniboine Credit Union be appointed as the Association's financial institution for the fiscal year. **Carried.**

5. President's Report

Ms. Gesell advised the members that the President's Report was provided in the meeting package. The President's Report highlighted several accomplishments of the association over the past year, including a successful launch of monthly 'BOMA Industry Breakfasts', which have been well attended; hosting the sixth annual Manitoba Building Expo in partnership with the Winnipeg Construction Association; and celebrating two national TOBY Award winners: 161 Portage Avenue East and 330 St. Mary Avenue.

6. Election of Directors

Ms. Gesell reviewed the provisions of the Constitution as it relates to the election of Directors. Accordingly, an election was held to elect **Sheri Atchison** (Accurate Drafting) and **John Marques** (Bee-Clean Building Maintenance) to one-year terms.

There were no nominations from the floor. **Motion** made by Sandra Hagenaaars (Primaris Management) and seconded by Thor Goodmanson (Paladin Security) to accept the slate as presented. **Carried.** The slate was declared elected, and the entire board was introduced. Perry Schultz will remain on the board as the Association's Past President (ex-officio).

Ms. Gesell thanked the association's outgoing director – Sandra Hagenaaars (Primaris Management)– for her service to association.

7. New Business

Ms. Gesell asked if there was any new business to be brought before the meeting. There was no new business.

8. Adjournment

Motion made by Janine Gunter (Transcona Roofing) and seconded by Jim Ringer (Winnipeg Goldeyes Baseball Club) to adjourn the meeting at 10:17 a.m. **Carried.**

Joanne Gesell
President

Craig Dunsire
Secretary/Treasurer

**BUILDING OWNERS AND
MANAGERS ASSOCIATION
(MANITOBA) INC.**

Financial Statements
For the year ended December 31, 2019

BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA) INC.

Financial Statements

For the year ended December 31, 2019

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Independent Auditors' Report

To the Members of Building Owners and Managers Association (Manitoba) Inc.

We have audited the accompanying financial statements of Building Owners and Managers Association (Manitoba) Inc., (the "Association"), which comprise the statement of financial position as at December 31, 2019 and the statement of changes in fund balances, statement of revenue and expenditures, and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2019, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants

Winnipeg, Manitoba
December 18, 2020

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Statement of Financial Position**

December 31	2019	2018
Assets		
Current Assets		
Cash	\$ 226,696	\$ 194,395
Accounts receivable	110,967	116,057
Prepaid expenses	20,440	-
Due from MB Building Expo (Note 2)	8,582	1,216
	<u>366,685</u>	311,668
Capital assets (Note 3)	8,695	10,434
Investment in MB Building Expo (Note 2)	24,871	41,550
	<u>\$ 400,251</u>	<u>\$ 363,652</u>
Liabilities and Fund Balances		
Current Liabilities		
Accounts payable and accrued liabilities (Note 4)	\$ 16,902	\$ 10,702
Deferred revenue	47,680	21,310
	<u>64,582</u>	32,012
Commitments (Note 6)		
Fund Balances		
Internally restricted	37,420	37,420
Unrestricted	298,249	294,220
	<u>335,669</u>	331,640
	<u>\$ 400,251</u>	<u>\$ 363,652</u>

The accompanying notes are an integral part of these financial statements.

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Statement of Changes in Fund Balances**

For the year ended December 31	2019			2018
	Unrestricted Fund	Internally Restricted Fund	Total	Total
Fund balances, beginning of year	\$ 294,220	\$ 37,420	\$ 331,640	\$ 326,380
Excess of revenue over expenditures for the year	4,029	-	4,029	5,260
Fund balances, end of year	\$ 298,249	\$ 37,420	\$ 335,669	\$ 331,640

The accompanying notes are an integral part of these financial statements.

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Statement of Revenue and Expenditures**

For the year ended December 31	2019	2018
Revenue		
Advertising	\$ -	\$ 3,750
Better buildings conference	16,000	15,000
BOMA BEST	52,925	44,715
Building directory	-	50,400
Education and book sales	8,680	7,960
Golf tournament	117,900	110,207
Interest	2,782	2,559
Luncheon guests	46,265	42,490
MB Building Expo, net	(1,798)	(3,068)
Membership dues	330,432	300,438
Miscellaneous	16,544	21,210
Power handbook	23,300	22,350
Sponsorship	36,493	32,900
	649,523	650,911
Expenditures		
Administration	235,521	241,572
Amortization of capital assets	1,739	1,739
Audit fees	9,102	10,237
Awards gala	7,942	7,482
Bad debts	22,694	9,619
Bank charges and interest	1,060	872
BOMA BEST	6,009	12,503
Catering	115,647	104,590
Christmas event	7,715	10,074
Delivery	199	203
Dues - Canadian and International	28,934	28,101
Education	-	750
General sub-contractors	38,235	46,411
Golf tournament	72,930	69,918
Licenses and insurance	3,002	2,265
Miscellaneous	24,854	32,829
Newsletter	1,551	1,523
Rent	34,687	36,427
Speaker fees	17,740	15,944
Speaker gifts	88	463
Travel and accommodation	15,845	12,129
	645,494	645,651
Excess of revenue over expenditures for the year	\$ 4,029	\$ 5,260

The accompanying notes are an integral part of these financial statements.

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Statement of Cash Flows**

For the year ended December 31	2019	2018
Cash Flows From (Used in) Operating Activities		
Excess of revenue over expenditures for the year	\$ 4,029	\$ 5,260
Adjustments for		
Amortization of capital assets	1,739	1,739
Share of MB Building Expo net loss	1,798	3,068
	<u>7,566</u>	10,067
Changes in non-cash working capital balances		
Accounts receivable	5,090	(14,950)
Prepaid expense	(20,440)	2,898
Due from MB Building Expo	(7,366)	17,419
Accounts payable and accrued liabilities	6,200	1,438
Due to MB Building Expo	(5,119)	(41,817)
Deferred revenue	26,370	7,725
	<u>12,301</u>	(17,220)
Cash Flows From Investing Activities		
MB Building Expo	<u>20,000</u>	-
Net increase (decrease) in cash during the year	32,301	(17,220)
Cash, beginning of year	<u>194,395</u>	<u>211,615</u>
Cash, end of year	\$ 226,696	\$ 194,395

The accompanying notes are an integral part of these financial statements.

BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA) INC.

Notes to Financial Statements

For the year ended December 31, 2019

1. Nature of Operations and Summary of Significant Accounting Policies

Nature and Purpose of the Organization

The Association actively assists real estate developers and operators of commercial office space to become more expert, professional, and accomplished in their fields, as well as to create better tenant environments and more stable investments for the owners.

The Association was incorporated under the laws of the Province of Manitoba. It is a non-profit organization with no issued share capital and is exempt from tax under section 149(1) of the Income Tax Act.

Basis of Accounting

The financial statements have been prepared using Canadian accounting standards for not-for-profit organizations.

Revenue Recognition

The Association follows the deferral method of accounting for revenues. Membership and sponsorship dues are deferred and recognized as revenue over the fiscal year of the Association to which the dues relate. Luncheon guest and golf tournament revenue and conference revenue are recognized when registration occurs for the event held in the fiscal year and collection is reasonably assured. Publication revenue is recognized as revenue of the operating fund when the advertisement is purchased for the fiscal year and collection is reasonably assured.

Internally Restricted Fund Surplus

The Association's Board of Directors passed a resolution, which was subsequently ratified by the members at the May 10, 2001 annual meeting to create an internally restricted fund. The amount allocated to the internally restricted fund represents the Bomex '94 realized surplus. Any amounts expended from this fund must receive prior approval of the members. All interest earned by the internally restricted fund is to be transferred to the general operations of the Association.

Financial Instruments

Financial instruments are recorded at fair value when acquired or issued. In subsequent periods, financial assets with actively traded markets are reported at fair value, with any unrealized gains and losses reported in income. All other financial instruments are reported at cost or amortized cost less impairment, if applicable. Financial assets are tested for impairment when changes in circumstances indicate the asset could be impaired. Transaction costs on the acquisition, sale or issue of financial instruments are expensed for those items remeasured at fair value at each statement of financial position date and charged to the financial instrument for those measured at amortized cost.

BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA) INC. Notes to Financial Statements

For the year ended December 31, 2019

1. Nature of Operations and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from management's best estimates as additional information becomes available in the future.

Capital Assets

Purchased capital assets are recorded at cost. Contributed capital assets are recorded at fair value at the date of contribution. Where fair value cannot be reasonably determined, contributed capital assets are recorded at a nominal amount. Amortization based on the estimated useful life of the asset is calculated as follows:

Video	10 years straight-line method
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Investment

The investment in MB Building Expo is accounted for using the equity method and assessed for indicators of impairment on an annual basis.

2. Related Party Transactions

The Association provides services to MB Building Expo, a related party. The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The related party amounts have no set repayment terms and are non-interest bearing.

3. Capital Assets

	2019		2018	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Video	\$ 17,390	\$ 8,695	\$ 8,695	\$ 10,434

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Notes to Financial Statements**

For the year ended December 31, 2019

4. Government Remittances

Included in accounts receivable is \$1,193 of government remittances (\$8,184 in 2018) at year end.

5. Financial Instrument Risk

The Association, through its financial assets and liabilities, is exposed to various types of risk in the normal course of operations. The Association's objective in risk management is to optimize the risk return trade-off, within set limits, by applying integrated risk management and control strategies, policies and procedures throughout the Association's activities. The following analysis provides a measurement of those risks at year end.

Credit Risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party. Financial instruments which potentially subject the Association to credit risk consist principally of accounts receivable. The Association is exposed to credit risk on its accounts receivable.

Market Risk

Market risk is the risk the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Association's exposure to market risk is low.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Association's exposure to interest rate risk is low.

Liquidity Risk

Liquidity risk is the risk that the Association will not be able to meet its obligations as they fall due. The Association maintains adequate levels of working capital to ensure all its obligations can be met when they fall due.

**BUILDING OWNERS AND MANAGERS ASSOCIATION
(MANITOBA) INC.
Notes to Financial Statements**

For the year ended December 31, 2019

6. Commitments

The Association has entered into an agreement with a consulting firm for a three-year term commencing January 2019, and concluding December 2021. Annual fees charged include compensation for management services, office space rental, and furniture leasing costs. In the event that the agreement is terminated, the Association has agreed to enter into sublease agreements with the consulting firm to fulfill all contractual obligations with respect to the office space, office furniture, and telephone/communications equipment used by the Association.

Annual fees charged to the Association are subject to annual review and negotiation and totalled \$216,008 in 2019 (\$215,777 in 2018).

7. Uncertainty Related to COVID-19

On March 11, 2020, the World Health Organization classified the COVID-19 outbreak as a global pandemic based on the rapid increase in exposure globally. On March 20, 2020, the Manitoba government declared a province-wide state of emergency and the Chief Public Health Officer issued public health orders to protect the health and safety of all Manitobans and reduce the spread of COVID-19. As a result, the Association has implemented specific measures to reduce the risk of spreading COVID-19. Given the dynamic nature of these circumstances, the related financial impact for the future cannot be reasonably estimated at this time.

Proposed BOMA Manitoba by-law revisions (12/18/2020)

As one of the board's strategic priorities, BOMA has undertaken a by-law review to ensure that

- 1) its governing document is consistent with *The Corporations Act (C.C.S.M. c. C225)*; and
- 2) its by-laws reflect the best practices in governance for industry associations

A revised by-law is attached.

The by-law was revised based on a standard corporation **by-law template** provided by BOMA's legal counsel Thompson Dorfman Sweatman LLP. Current by-laws from BOMA Toronto, BOMA B.C., and BOMA Ottawa were also used as reference.

A summary of the proposed substantive changes to the BOMA by-laws, are as follows:

1. Definition of Membership

Current interpretation: BOMA members are individuals who work for "qualifying firms", but only one individual per firm may vote (with the exception of honorary members, who cannot vote). (*See original 5.01 - 5.05*).

Proposed revision: BOMA members are companies (with the exception of honorary members) who may add multiple representatives. Each member is entitled to one vote. Honorary members cannot vote. (*See proposed 6. (a), (b), (c); 7.0; 11.0*)

Rationale: For much—perhaps all—of BOMA's history, the board's practice has been to approve qualifying firms, and once approved, then let those firms add additional representatives as they see fit, paying member dues for each representative accordingly. The **proposed revision is simply to add clarity to this process**, and to require members to designate a primary representative.

Further, the new by-law provides clarity re: the responsibility of members to pay for any additional representatives

2. Categories of Membership

Current interpretation: BOMA members are classified as 'Principal', 'Allied', 'Professional', 'Additional', and 'Honorary'. 'Professional' members are distinguished from 'Allied' members in that the former are providers of services that include "appraisal, architectural, engineering, legal, or other recognized professions." (*See original 5.01 - 5.05*).

Proposed revision: BOMA members are classified as 'Principal', 'Allied' or 'Honorary'. (See proposed 6.0 (a), (b), (c). **'Professional' and 'Allied' members are now to be combined into one member category.**

Rationale: The current language of "other recognized professions" has blurred the lines as to which members believe they should be classified as 'Allied', and which members believe they should be classified as "Professional."

Currently, for example, general contractors are considered 'Allied' members, but interior designers are considered 'Professional' members; an elevator company is considered 'Allied', but an insurance company is considered 'Professional'.

It would seem discourteous to imply that some dues paying members are 'professional' and others are not. Furthermore, there is no difference in the membership benefits extended to an 'Allied' member versus a 'Professional' one. Lastly, other BOMA local associations do not differentiate between one category of product/service provider and another. It would stand to reason that all non-principal members fall into one membership category.

3. Termination of Membership

Current interpretation: The board "upon receipt of a written complaint, may censure, suspend, or expel" any member based on conduct they consider harmful to the association. The member can then appear before the board to answer the complaint (i.e. the board would set up a hearing). (See original 8.01)

Proposed revision: Clarification is provided around termination of membership, which would include the member resigning, the member's firm being dissolved, or by a two-thirds board vote regarding conduct "considered to be detrimental," or by failure to pay dues (See proposed 10.0 (a), (b), and (c); 11.0).

Rationale: A written complaint and a subsequent hearing seems unnecessary for conduct that the two-thirds of the board determines to be detrimental; presumably, the capacity for prudent decision-making is one of the factors that members of a corporation weigh when nominating and electing directors.

Lastly, it is also advantageous to a corporation and its members to ensure that each member firm remains a going concern.

4. Membership Dues

Current interpretation: The board sets annual dues, but any annual dues increase of more than \$50 requires a membership vote at an annual or special general meeting. (*See original 42.01, 42.02*)

Proposed revision: **The board is fully responsible for setting annual dues.** (*See proposed 11.0*).

Rationale: The \$50 guideline is an arbitrary one, which has been in the by-laws since 1982. \$50 in 1982 dollars would be more than \$122 in 2020 dollars.

The reality is, BOMA local associations already have a built-in incentive to keep dues reasonable—unlike a governing association, where paid membership is mandatory for those in a given profession/field, BOMA membership is voluntary. If members consider dues to be too high, they'll simply not renew their membership.

Second, the members have another 'out' should they be unhappy with their dues amounts; the ability to replace the board at an annual meeting or special meeting called for that purpose.

Lastly, it is reasonable to conclude that **a strategic board, duly elected by the membership and all of whom themselves are employed by member firms, will work to set reasonable amounts for membership dues**, as part of finalizing the association's annual budgets.

5. Annual Meeting – Option to hold virtually, and quorum

Current interpretation: Meetings of the association are presumed to be "in person" meetings with "ten voting members in person or by proxy" to constitute a quorum (*See original 16.01*). A physical location is also implied in the "...place, day and hour of any meeting of members" language used in 14.01

Proposed revision: Meetings of the association can be held in person or electronically/virtually (*See proposed 12.0*), consistent with *The Corporations Act* (126.1).

Rationale: Provincial health orders limiting in-person gatherings have demonstrated the need for corporations to be flexible re: meeting requirements. Moreover, improved virtual meeting technology has made electronic meeting options more reliable, and has increased the likelihood of availability and participation by interested members.

6. Notice of Annual Meeting or Special General Meeting

Current interpretation: Written notice shall be delivered to "each member entitled to vote at such meeting, not less than thirty days before the date of such meeting." (*See original 14.01*).

Proposed revision: Written notice shall be provided to voting members at least 21 days in advance of an annual or special general meeting (*See proposed 13.0*), consistent with *The Corporations Act*.

Rationale: *The Corporations Act* (129(1)) has determined that 21 days' notice is sufficient for meeting notice (and conversely, that anything more than 50 days' notice is excessive). Additionally, with the flexibility now provided for members to attend/participate virtually (per No. 5, above), presumably less notice would be required for members to make themselves available.

7. Quorum

Current interpretation: Quorum for meetings of the association is "ten voting members present in person or by proxy..." (*See original 16.01*).

Proposed revision: "At any annual or special general meeting of the members, **5% of voting members** present in person or by proxy, including those participating by means of an online, telephonic, electronic, or other communication facility, consistent with the Act, shall constitute a quorum." (*See proposed 17.0*).

Rationale: It stands to reason that, as the association's membership grows, the quorum needed to carry on an official meeting of the members should increase. This is ensured by **establishing quorum as a percentage of the total number** of eligible voting members.

Requiring "ten voting members" for quorum has been in place since 1985. As of November 2020, there are 234 BOMA member firms, and more than 300 member representatives. 5% of 234 member firms would result in a quorum of 12.

8. Number of Directors

Current interpretation: The board is to consist of eight (8) elected member representatives (maximum) plus the immediate Past President (chair). Only two directors may be non-Principal member representatives. (*See original 18.01*).

Proposed revision: The board must consist of at least five elected directors and no more than nine elected directors, plus the immediate Past Chair. Allied member representatives may constitute up to, but not more than "one-third of the total number of elected directors." (*See proposed 23.0*).

Rationale: With Allied Members making up nearly 60% of the total membership, it is reasonable for Allied Member representatives to constitute up to one-third of an elected board. In fact, in

cases where there are ten board members (nine elected, plus the ex-officio past chair), Allied Member representatives could still only occupy 3 spots (maximum) of 10 total board positions, based on the “number of elected directors” stipulation.

It is also considered a good governance practice for the by-laws to stipulate the minimum number of directors required to populate a board, per BOMA’s Articles of Incorporation.

9. Nominating Committee

Current interpretation: Although BOMA’s governance practice has been to utilize a Nominating Committee and to prepare a slate in advance of the Annual Meeting, this is not required per the current by-laws. However, members may exercise their right to nominate directors at the meeting. *(See original 29.01)*

Proposed revision: The board is to **formally establish a Nominating Committee**, “the majority of whom cannot be current directors or nominees.” The Committee is tasked with preparing a slate of nominees to the board, to be voted on by the members at the Annual Meeting. *(See proposed 25.0 (a))*

The board slate will be provided to the members in advance of the Annual Meeting; however, members may make a proposal to accept nominations from the floor, so long as that proposal is signed by at least 5% of voting members and delivered to the BOMA office in advance of the meeting. *(See proposed 25.0 (b)).*

Rationale: A competent Nominating Committee, given sufficient notice, can do the important work of vetting board candidates, communicating responsibilities of directors, etc. well in advance of putting together a slate. Having the Nominating Committee made up primarily of non-board members or nominees ensures that the Committee isn’t simply nominating itself for board positions.

10. Board Terms (and term limits)

Current interpretation: Board terms are either one year or two years. At any time, no more than six directors can be elected for two-year terms. Directors may serve a maximum of 3 consecutive terms (6 years), except for those directors who have served a combination of both 1-year and 2-year terms (who may then serve up to 4 terms, or seven years). *(See original 19.01).*

Proposed revision: **All terms are two years, and directors may not serve more than three consecutive terms** “with the exception of the past chair, who may serve one additional two-year ex-officio term.”

Former board members may serve on the board again after one full year removed. (*See proposed 26.0*).

Rationale: The current language regarding board terms is confusing. Further, with an active Nominating Committee (per No. 9, above) constantly identifying board prospects and vetting candidates, board succession planning should be considerably more straightforward.

11. Board Member-in transition

Current interpretation: If a director becomes unemployed while he/she is in office, the officers may resolve to allow that director to continue serving on the board for up to three months or until he/she finds employment with another member firm, whichever occurs first. (*See original 30.03*).

Proposed Revision: Same concept as original, but the board may allow the unemployed director to serve for up to six months (*See proposed 27.0*).

Rationale: Due to industry turnover and other contributing factors, BOMA Manitoba has experienced this scenario several times in its history. Other BOMA local associations have adopted similar policies. Lastly, six months is a more realistic timeline for an individual to seek out and regain employment than three months.

12. Termination of Board Member

Current interpretation: Not addressed in current by-law, although officers may be removed by board resolution. (*See original 30.04*).

Proposed Revision: The membership may vote out a board member – mid-term – at a special general meeting by a two-thirds vote. The director's office will also be vacated via written resignation, court decision, or on death. (*See proposed 28.0*).

Rationale: This article provides the membership with a means to remove a director – mid-term – if he or she has acted in a way considered to be detrimental to the Corporation. It also provides for the board to subsequently fill that vacancy for the unexpired portion of the vacated term.

13. Appointment of CEO/CSO/Executive Director

Current interpretation: Currently the board *president* is considered to be the Corporation's Chief Executive Officer (*See original 31.02*). An Executive Director is referred to in 35.01, although the by-law is not clear on how that individual would be appointed. However, since

the Executive Director is identified as an *officer*, it is implied that he/she would be appointed by the Directors (see original 30.01).

Theoretically, the Executive Director, per a strict interpretation of the original by-law, could be both a member and elected director, subsequently appointed by board resolution.

Proposed Revision: The board may “appoint and employ a Chief Executive Officer, who shall not be one of the directors...” (see *proposed 32.0*), and may delegate to him or her the authority to manage the business of the Corporation, per the Act.

Rationale: This appointment clause is consistent with The Act (see *The Corporations Act 116(a)*) re: managing the business and affairs of a corporation, as opposed to the appointment of a *managing director* (see *Corporations Act 110(3)*), who would essentially be a board member, elected by the membership, and tasked with managing the business on behalf of the board.

14. Director’s Conflict of Interest

Current interpretation: Not addressed in current by-law.

Proposed Revision: Addressed in detail (see *proposed 31.0*). Directors must disclose the nature and extent of any “direct or indirect material interest in a contract or transaction” and is not entitled to vote on the matter or take “any action to influence the discussion or vote.” (see *proposed 34.0 (a), (b), (c), (d)*).

Rationale: This is standard language for corporations, particularly not-for-profit organizations. Moreover, it is a common governance practice to address potential conflicts of interest in an organization’s by-laws, and to provide safeguards for the membership, to ensure that board members refrain from committing the organization to contracts and obligations where they would receive direct or indirect benefits.

15. Meetings of Directors

Current interpretation: Directors are required to meet at least six times each fiscal year (see *original 20.01*), and notice is to be provided at least five days in advance (see *original 21.01*). Provisions for electronic meetings are not explicitly outlined, but a voting option by “mail or other means” is provided for. Mail ballots must be received from “at least three-fourths of the Directors.” (See *original 27.01*).

Proposed Revision: Directors are required to meet at least four times per year, and only 48 hours’ notice is required; however, the board may determine “to hold any meeting or meetings in whole or in part by means of an online, telephonic, electronic, or other communication facility, consistent with The Act..” (See *proposed 36.0*). For votes taken in between meetings,

mail or email ballots must be received from “at least two-thirds (2/3) of the directors.” (*See proposed 39.0*).

Rationale: Quarterly meetings at minimum, with the option to meet more often, will likely be easier for prospective board nominees (serving two-year terms) to commit to, given that membership meetings will have generally been held monthly, in addition to any special meetings of the members and the Annual Meeting. Moreover, the electronic meeting and electronic ballot provisions are consistent with *The Corporations Act*.

16. Titles of Officers and Clarification of Officers’ Duties

Current interpretation: Officers are identified as “President, President-Elect, Vice President, Secretary/Treasurer” and an individual may serve as President for two years, maximum (*see original 30.01*). Immediate Past President is not identified as an officer.

Proposed Revision: Officers are identified as “Chair, Vice-Chair, Immediate Past Chair, Secretary and Treasurer. The directors may, by board resolution, allow for two offices to be held by the same person.” (*See proposed 41.0*). **There is no limitation placed on the amount of time an individual may serve as chair, although he/she may only serve 3 elected terms on the board, consecutively** (*See proposed 26.0*).

Rationale: The terms “Chair” and “Chairperson” are generally recognized to be the presiding members of corporate and association boards. BOMA associations in Canada and the United States, as well as other non-profit organizations have also generally adopted this nomenclature (Note: this is also the corporate standard for chambers of commerce and other prominent industry associations). *The Corporations Act* also recognizes “chair” (i.e. “chairman of a meeting” – see. 142(4) and 146(3)), but does not recognize “President.”

The concept of ‘President-Elect’ or ‘Chair-Elect’ is also outdated, given the responsibility of members to elect their board members at an annual meeting, and for the board to subsequently appoint its officers. One cannot be slotted to be “chair-elect” if he/she fails to be nominated for a subsequent term as director (subject to a membership vote), OR voted in by the members as a “write-in” nominee from the floor, which would require a special resolution (*see proposed 22.0 (a)*).

BY-LAW (PROPOSED)

Being the general by-law of the

BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA) INC.

(hereinafter called the “**Corporation**”)

INTERPRETATION

1. Definitions. In this by-law, unless context otherwise specifies or requires:

- (a) “**Act**” means *The Corporations Act* (Manitoba) (C.C.S.M. c. C225) as from time to time amended in every statute that may be substituted therefore and in the case of such substitution any references in the by-laws of the Corporation to the provisions of the act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**By-Laws**” means any by-law of the Corporation from time to time in force and effect;
- (d) “**Chief Executive Officer**” means the senior executive, appointed by the board in accordance with Section 32 and, for the purpose of these by-laws, will refer to the person serving as the Corporation’s chief staff officer, executive officer, executive director, general manager, or such other title conferred by the board from time to time;
- (e) “**Committee**” means a committee of the board;
- (f) “**Directors**” means those persons who are, or who subsequently become, directors of the Corporation in accordance with these by-laws and have not ceased to be directors;
- (g) “**Income Tax Act**” means the *Income Tax Act* (Canada), RSC. 1985 (5th Supp.), c.1 as amended from time to time;
- (h) “**Member**” shall mean a member of the Corporation;
- (i) “**Notice in writing**” includes notice given by electronic means;
- (j) “**Past Chair**” shall mean the immediate Past Chair of the board, who has not ceased to be a member of the Corporation;

- (k) **“Regulations”** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and in the case of substitution any references in the by-laws of the Corporation to the provisions of the regulation shall be read as references to the substituted provisions therefore in the new regulations.
- 2. **Terms.** This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) All terms contained herein which are defined in the Act where the regulations shall have the meanings given to such terms in the Act or such regulations;
 - (b) Words importing the singular number only shall include the plural and vice versa and the word person shall include individuals, bodies, corporate partnerships, syndicates, trusts and any number or aggregate of persons and the headings used in the by-laws are inserted for reference purposes only and they are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - (c) Gender specific words include the opposite gender or non-binary as appropriate

MISSION STATEMENT

- 3. **Mission.** The Corporation's mission is to promote excellence and create value for its members and the commercial and institutional buildings industry through networking, education, advocacy and recognition.

SEAL

- 4. The seal and impression of which is stamped in the margin hereof shall be the seal of the Corporation.

HEAD OFFICE

- 5. The head office of the Corporation shall be situated in the Province of Manitoba at such address as the board may by resolution determine.

CONDITIONS OF MEMBERSHIP

- 6. **Classes of Membership.** There shall be three (3) classes of membership in the Corporation:
 - (a) Principal Members shall be firms, corporations, non-profit entities, healthcare organizations, educational organizations, government entities and crown

Corporations that are actively engaged in owning or managing commercial and institutional buildings in Manitoba and Nunavut.

Principal members shall designate one individual who shall be its primary representative and who shall exercise that member's voting privilege.

- (b) Allied Members shall be firms, corporations, or other organizations that supply goods, services, material, equipment or systems, professional services or consulting services to the commercial real estate and institutional real estate industry.

Allied Members shall designate one individual who shall be the member's primary representative and who shall exercise that member's voting privilege.

- (c) Honorary Members shall be individuals who are retired from the industry and who, having rendered distinguished service to the Corporation, have been appointed as such by the board.

- 7. Voting Rights and Privileges. Each voting member is entitled to receive notice of, and to attend and vote at all meetings of members. All categories of members shall have equal rights, privileges and obligations, subject to the following exceptions:

- (a) Honorary members shall not pay membership fees; they shall be non-voting members.
- (b) Allied members may have representatives who serve on the board but may not constitute more than one-third of the total number of elected directors.
- (c) Allied member representatives may not serve as Board Chair.

- 8. Application for Membership. Application for membership shall be submitted via the official application form of the Corporation and applicants must comply with all established membership criteria as determined by the board from time to time.

The board of directors shall approve or reject all membership applications, and each decision shall be final and binding.

- 9. Resignation. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. Resignation shall be effective from acceptance thereof by the board of directors.

In the case of resignation, the member shall remain liable for payment of any outstanding membership dues, if any, levied or which became payable by the member to the Corporation prior to such member's resignation.

10. Termination of Membership. The interest of a member in the Corporation is not transferrable and lapses and ceases to exist:
- (a) When the member ceases to be a member by resignation or otherwise in accordance with the by-laws;
 - (b) When the member firm is dissolved or, if the member is a Corporation, when its charter is canceled;
 - (c) By conduct considered by a two-thirds majority of the board of directors to be detrimental to the Corporation.
11. Membership Dues. The annual fees for membership in the Corporation shall be set from time to time by the board of directors. Members shall be notified in writing of the membership fees at any time payable by them, and the date by which dues are to be paid.

Principal and Allied members may designate multiple representatives under their respective memberships and will be responsible for the payment of any and all membership and participation fees for each representative, as determined by the Corporation.

The Corporation shall provide notice to any members in default. If membership fees have not been paid following a grace period, should one be extended, by the board of directors, the members in default shall thereupon cease to be members of the Corporation.

MEMBERS' MEETINGS

12. Annual Meeting. An annual meeting of the members shall be held in accordance with the Act, and shall be held at such date, time and location as the board of directors may determine, including entirely via an online or other telephonic or electronic means, consistent with the Act.
13. Notice. At least twenty-one (21) days' written notice shall be given to each voting member for any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

14. Business of Annual Meeting. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the Chair shall have power to call, at any time, a general meeting of the members of the Corporation.
15. Special General Meeting. The board of directors shall call a special general meeting of members by board resolution or on written requisition of members carrying not less than 25% of the voting rights. A special general meeting shall be held at such date, time and location as the board of directors may determine, including entirely by means of an online, telephonic, electronic or other communication facility, consistent with the Act.
16. Chairperson. If the Board Chair and all the directors present decline to act as chairperson, the members who are present and entitled to vote shall choose one of their number to be chairperson.
17. Quorum. At any annual or special general meeting of members, 5% of voting members present in person or by proxy, including those participating by means of an online, telephonic, electronic, or other communication facility, consistent with the Act, shall constitute a quorum.
18. Voting. Each voting member shall be entitled to one vote at any meeting of members per Section 7, except for Honorary Members.
19. Majority. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
20. Adjournment. The chairperson may, with the consent of any meeting, adjourn the meeting from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which may have been brought before or dealt with at the original meeting in accordance with the notice calling such meetings.
21. Errors and Omissions. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded for that member or individual on the books of the Corporation.

DIRECTORS

22. Governance. The governance of the Corporation shall be the responsibility of the board of directors, who shall manage or supervise the management the business of the Corporation.
23. Composition of Board. The board shall be comprised of a minimum number of five (5) elected directors and a maximum number of nine (9) elected directors plus the immediate Past Chair, who shall serve as an ex-officio member of the board.

At the time of their election, directors must be individuals employed by Principal members or Allied members; however Allied member representatives may not constitute more than one-third of the total number of elected directors.

24. Election. The election of the Corporation's board of directors, with the exception of the immediate Past Chair, shall be held at the annual meeting of the members.
25. Nomination. The board of directors shall establish a Nominating Committee, comprised of members of the Corporation, the majority of whom cannot be current directors or nominees.

The Nominating Committee shall prepare a slate of nominee directors for election to the board at the next annual meeting and provide notice of the slate to the members no less than twenty-one (21) days prior to the annual meeting. Nominations from the floor at the annual meeting will not be accepted, unless

- (a) the Nominating Committee has failed to present the minimum slate of nominees required to populate the board, per Section 23; or
- (b) a proposal to accept nominations from the floor is signed by members representing not less than 5% of the voting rights of the Corporation and delivered to the offices of the Corporation at least fourteen (14) days prior to the annual meeting.

In the event that a nominee director is not present at the annual meeting, then such nominee director must file a written statement of agreement with the Chair of the Nominating Committee to be read to the members at the annual meeting.

26. Term of Office. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.

Each director may serve no more than three consecutive terms, with the exception of the Past Chair, who may serve one additional two-year ex-officio term.

Following the conclusion of three consecutive terms, individuals are not eligible to serve as directors for at least one full year.

27. Directors in Transition. A director who has ceased to be an employee of a member firm shall cease to hold office after such time period as decided by the board, but not exceeding six (6) months after the member ceased to be an employee of the member firm.

Should the director regain employment with a member firm during this period, he or she may resume his or her current board term, subject to Section 23.

28. Termination. The office of director shall be automatically vacated:

- (a) if at a special general meeting of members, a resolution is passed by two thirds of the votes cast in favour of the removal of the director;
- (b) if a director has resigned his office by delivering a written resignation to the secretary of the Corporation;
- (c) if he is found by a court to be of unsound mind;
- (d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation, for the unexpired portion of the vacated term. The board of directors may continue to act notwithstanding any vacancy on the board.

29. No Remuneration. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.
30. Time of Resignation. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

31. Business and Affairs. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such

other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

32. Appointment of Chief Executive Officer. The board of directors may appoint and employ a Chief Executive Officer of the Corporation, who shall not be one of the directors, and may delegate to him or her full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by the Act or the Articles must be transacted or performed by the board of directors), and to employ and discharge agents and employees of the Corporation, or may delegate to him or her any less powers.

The Chief Executive Officer shall regularly report to and advise the board on all matters relevant to the affairs of the Corporation.

33. Financial Matters. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an office or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- (a) to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
34. Conflict of Interest. A director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Corporation, or a matter for consideration by the directors:

- (a) Will be counted in the quorum at a meeting of the board at which the contract, transaction or matter is considered;
 - (b) Will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - (c) Is not entitled to vote on the contract, transaction or matter;
 - (d) Will refrain from any action intended to influence the discussion or vote.
 - (e) Will absent himself or herself from the meeting or portion thereof:
 - (i) At which the contract, transaction or matter is discussed, unless requested by the board to remain to provide relevant information; and
 - (ii) In any case, during the vote on the contract, transaction or matter.
35. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

DIRECTORS' MEETINGS

36. Notice. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting.

The board may determine, in its discretion, to hold any meeting or meetings in whole or in part by means of an online, telephonic, electronic, or other communication facility, consistent with The Act.

There shall be at least four (4) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation 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. Each director is authorized to exercise one (1) vote.

37. Attendance. All directors are entitled to attend each meeting of the board and the Chief Executive Officer shall attend all regularly scheduled meetings of the board. No other persons are entitled to attend meetings of the board, but the directors may,

by board resolution, invite any person or persons to attend a meeting of the board as an advisor, observer, or guest.

38. Quorum. A majority of directors in office shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation
39. Mail or electronic ballot. In lieu of a meeting of the directors, any matter requiring decision by the directors may be decided by a ballot (mail, electronic mail, or other means). The results of the majority of all ballots shall be considered the act or decision of the directors, provided that the Chair shall have received executed ballots from at least two-thirds (2/3) of the directors.

INDEMNITIES TO DIRECTORS AND OTHERS

40. Indemnity. Except as otherwise provided in Section 119 of the Act, each director and officer of the Corporation, former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate.

OFFICERS

41. Titles. The officers of the Corporation shall be a Chair, Vice-Chair, Immediate Past Chair, Secretary and Treasurer. The directors may, by board resolution, allow for two offices to be held by the same person. All officers must be directors and members of the Corporation.
42. Appointment. Officers of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
43. Term. The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

44. Chair. The Chair shall preside at meetings of the Corporation and of the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect.
45. Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.
46. Immediate Past Chair. The immediate Past Chair shall assist the Chair in the performance of his or her duties and will, in the absence of the Chair and Vice-Chair, perform those duties. The immediate Past Chair shall also perform such additional duties as may be assigned by the board of directors.
47. Secretary. The Secretary shall be responsible for making the necessary arrangements for:
- (a) The issuance of notices of meetings of the Corporation and the board;
 - (b) The keeping of minutes of all meetings of the Corporation and the board;
 - (c) The custody of all records and documents by the Corporation, except those required to be kept by the Treasurer; and
 - (d) The maintenance of the register of members; and
 - (e) The custodianship of the Corporate seal
48. Treasurer. The Treasurer shall be responsible for making the necessary arrangements for:
- (a) The keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
 - (b) The rendering of financial statements to the directors, members and others, when required
49. Absence of Secretary at Meeting. If the Secretary is absent from any meeting of the Corporation or meeting of the board, the directors present will appoint another person to act as secretary at that meeting.

COMMITTEES

50. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by board resolution.

The board may delegate any, but not all, of its powers to committees, which may be in whole or in part composed by directors as the board sees fit, with the exception of the Nominating Committee.

EXECUTION OF DOCUMENTS

51. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers, or by one officer and the Chief Executive Officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by the resolution of the board of directors.

BANKING

52. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution.

All such banking business, or any part thereof, shall be transacted on behalf of the Corporation by any two officers, or by one officer and the Chief Executive Officer and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, without limitation, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

MINUTES OF BOARD OF DIRECTORS

53. The minutes of the board of directors shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

54. The financial year of the Corporation shall be determined by the board of directors.

AUDITORS AND ACCOUNTANTS

55. The members shall, at each annual meeting, either appoint or waive the appointment of an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. If the appointment of an auditor is waived, then the members shall appoint accountants to prepare the annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor or the accountants, as the case may be, shall hold office until the next annual meeting provided that the directors may fill any vacancy in the office of the auditor or the accountants. The remuneration of the auditor or accountants shall be fixed by the board of directors.

BOOKS AND RECORDS

56. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
57. All books and records of the Corporation may be inspected by any member during the usual business hours of the Corporation, provided seven (7) days' notice of intention to inspect is given in writing by the member who intends to inspect.

A member in arrears or payment or dues or assessment or under suspension is not entitled to inspect the books and records of the Corporation.

DISSOLUTION OF THE CORPORATION

58. In the event of dissolution, no funds or property shall be distributed among the Corporation's members. On dissolution, any funds or property remaining after all liabilities have been paid shall be distributed to a not-for-profit organization, designated by the board of directors.

BY-LAWS

59. The by-laws of the Corporation may be repealed or amended by a board resolution at a meeting of the board of directors, followed by an affirmative vote of at least two-thirds (2/3) of the voting members present in person, by proxy or by electronic vote at an annual meeting or special general meeting duly called for this purpose.

ENACTED THIS _____ day of _____, 2020.

WITNESS the corporate seal of the Corporation.

Chairperson

Secretary

Nominees to the 2021 BOMA Manitoba Board of Directors

The Nominating Committee presents the following candidates for election to two-year terms:

Alex Akman

Vice President, Property Management and Development, Shindico Realty Inc.

Alex is Vice President, Property Management and Development for Shindico Realty Inc. He has been with the company since 2015, overseeing 15 properties as well as several successful developments including the Plessis Business Park, Taylor Residences, and 1450 Taylor Avenue.

Alex has been a BOMA member since 2016 and is currently Chair of BOMA's Young Professionals Committee. He has also overseen Shindico's BOMA BEST® certifications and BOMA's Awards of Excellence Program submissions. He is a graduate of the University of Toronto's Rotman Commerce program and holds a CPA, CMA designation.

Sheri Atchison

President, Accurate Drafting

Sheri is the President of Accurate Drafting, a Winnipeg-based firm that specializes in 3D laser scanning and scan to BIM services for property managers and AEC professionals to provide point cloud data, as-built drawings, 3D models and accurate square footage calculations for commercial and residential clients. She has been active in the industry for nearly 25 years, having previously worked for Health Sciences Centre and LM Architectural Group.

Sheri has served on BOMA's Board of Directors since 2018 and is currently the association's Vice President. A BOMA member since 2013, she is also a BOMA's Awards Committee member and serves as an instructor and industry advisor for BOMA's Floor Measurement Standards. In her spare time, Sheri also volunteers on the Executive of her local minor hockey association.

Craig Doerksen

Divisional Director - Facility Management, Health Sciences Centre

Craig is Divisional Director of Facility Management for Shared Health | Health Sciences Centre and has been with HSC for 29 years

Craig was first elected to the BOMA Manitoba board in 2018. He is a professional engineer and has served in many industry-related volunteer roles including currently serving as Vice President of the Canadian Healthcare Engineering Society and Executive Director of Manhattan Beach Retreat Centre. He is also an active member of BOMA's Membership Committee and the Building Operators & Engineers Group Subcommittee.

Craig Dunsire
Senior Property Manager, Artis REIT

Craig is Senior Property Manager for Artis REIT, and has been with the company since January 2010, overseeing 15 properties totaling 1.3 million square feet.

Craig is currently a director and officer on the board of BOMA Manitoba, serving as the association's Secretary/Treasurer. He first joined the BOMA board in 2016, and is also an active BOMA Manitoba committee member, serving on both the Awards Committee and the Advocacy & Government Affairs Committee. He is also BOMA's nominee to the Province of Manitoba's Building Standards Committee and has represented the industry on various working groups with the City of the Winnipeg.

Sheri Griffiths
Senior Property Manager, Colliers International

Sheri is Senior Property Manager for Colliers International and has been involved in commercial real estate for 25 years. Her portfolio of 20 properties includes retail strip malls, enclosed malls, industrial and office buildings totaling nearly 1 million square feet.

Sheri has served on the BOMA board since 2016 and is an active member of BOMA's Membership Committee. She holds a CPM designation from the Real Estate Institute of Canada.

Dawn LeRoye
General Manager - Property Management, BentallGreenOak

Dawn is General Manager of Property Management for BentallGreenOak in Winnipeg and oversees the property management of Richardson Centre and True North Square. She has over 20 years of experience in the commercial real estate industry and has been with BentallGreenOak for more than seven years.

Dawn served as BOMA's board president in 2014 and 2015, having previously filled the role of Secretary-Treasurer. She also served on the BOMEX 2014 Steering Committee, and as a director on the Board of BOMA Canada.

In addition to chairing BOMA Manitoba's Education Committee, Dawn has also instructed courses for BOMI Education Canada.

John Marques
Regional Director, Bee-Clean Building Maintenance

As Bee-Clean's Regional Director for Manitoba and Saskatchewan, John is responsible for operations, sales, marketing, business acquisition, overseeing Busy Bee Sanitary Supplies and managing real estate assets for the company. Prior to joining Bee-Clean, John worked as Branch Manager for RBC Royal Bank's retail branches in Winnipeg for ten years.

John has served on BOMA's Board of Directors since 2019 and has also volunteered as a Pinnacle judge for BOMA's Awards of Excellence Program. His other volunteer experience includes serving as President of the AGM for the Casa do Minho Portuguese Centre, Folklorama Coordinator for CPCM Portuguese pavilion, and working on business improvement initiatives with the West End Biz.

Immediate Past Chair (ex-officio member of the Board of Directors)

Joanne Gesell
Director, Property Management and General Manager, Winnipeg, QuadReal Property Group

Joanne is Director of Property Management for QuadReal Property Group in Winnipeg. She has been involved in the commercial real estate industry for more than 20 years, and was previously employed with Bentall Kennedy, Colliers International and SNC-Lavalin O&M.

Joanne holds an RPA designation and has served on the BOMA board since 2014, including as board chair from 2018 to 2020. She has also served on the BOMA Marketing & Development Committee and the BOMA Holiday Luncheon Committee.