

CONSTITUTION

Building Owners & Managers Association (Manitoba) Inc.

Name

- 1.01** The name of the Association shall be BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA INC.)

Objective

- 2.01** The Objectives of the Association shall be to: advance, by all ethical means, the interests of building development, ownership and management as a business enterprise and in so doing, to raise the standards and enhance the status of building management as a profession. More specifically, but without limiting the generality of the foregoing:
- A.** To promote conditions and facilities conducive to the development, ownership and operation of commercial real estate and efficient development, ownership and operation of institutional buildings in the region;
 - B.** To promote specifically the viability of the downtown core in Winnipeg;
 - C.** To be spokesperson for the members of the Association in matters affecting development, ownership and operation of the types of properties represented and to make representations to Government in that respect;
 - D.** To promote the exchange of information and ideas between members for the good of the industry;
 - E.** To promote the education of members in all matters concerned with the development, ownership and management of the buildings;
 - F.** To produce and maintain appropriate research and other information and to produce and disseminate briefs, reports and studies relating to the interests of the Association, as determined by the Board of Directors.

Operations

- 3.01** The operations of the Association are to be chiefly carried on in the City of Winnipeg in the Province of Manitoba.

Definitions

By-Laws

- 4.01** In these By-Laws, unless the context otherwise requires:

Association means BUILDING OWNERS AND MANAGERS ASSOCIATION (MANITOBA) INC.,

By-Laws means By-Laws providing for the regulation of the Association,

Constitution means Constitution of the Association,

Directors means the Board of Directors of the Association,

Person includes individual and corporation,

Qualifying Firm means one which is actively engaged in the ownership and /or management of commercial real estate or institutionally owned real estate,

Region means the Province of Manitoba and the Territory of Nunavut

Member Categories

The association shall have the following classes of registered membership:

- 5.01 PRINCIPAL MEMBERSHIP** – An individual who qualifies for Principal Membership shall qualify by reasons of the individual’s nomination as representative of a “qualifying firm.” (See Definitions 4.01)
- 5.02 ALLIED MEMBERSHIP** – Individuals who qualify for Allied Memberships shall be representatives of firms that are interested in the objectives set out in Article 2 of the Constitution but who do not qualify for Principal Membership. Allied Members will be eligible for election to office as set forth under “Board of Directors” (See 18.01) and have the same voting rights as a Principal member.
- 5.03 PROFESSIONAL MEMBERSHIP** – Individuals who qualify for Professional membership shall be suppliers of professional services to a “qualifying firm”. These services shall include appraisal, architectural, engineering, legal or other recognized professions which are interested in the objectives set out in Article 2 of the Constitution but who do not qualify for Principal Membership.
- 5.04 ADDITIONAL MEMBERSHIP** – Individuals who are employed by a firm already holding a membership shall be designated as “Additional Members”.
- 5.05 OTHER MEMBERSHIP**
 - A. HONORARY MEMBERSHIP** – Individuals who are not eligible for membership as set out in the sections above, but who have contributed in an outstanding way to the Building Owners & Managers Association, may be eligible for election to Honorary Membership and to hold such membership at the pleasure of the Board of Directors. Honorary Membership shall not confer any right to eligibility for election to office or any voting rights or privileges of Principal Membership, nor shall it confer any special obligations upon the recipient. Should an Honorary Member become eligible for any

other category of membership, the Honorary Membership may be terminated by the Board of Directors upon notice of that eligibility.

Application for Membership

- 6.01** Application for membership shall be made on a form prescribed by the Directors from time to time and signed by the applicant.
- 6.02** No applicant shall be admitted to membership until the Directors have approved the application and dues for such period as the Directors may prescribe have been paid in advance.

Resignation

- 7.01** A member shall cease to be a member of the Association upon delivering written resignation to the Board of Directors but under no circumstances shall there be a refund of any dues paid in advance
- 7.02** Membership shall be deemed suspended if dues are not paid within sixty days of billing and membership shall terminate if all current dues of the member are not paid within thirty days of the date of suspension. The Directors shall have power to extend the time for payment.

Suspension and Expulsion

- 8.01** The Directors, upon receipt of a written complain, may censure, suspend, or expel any member for conduct which, in their judgment, is harmful to the Association. Before any such action is taken, the member involved shall be entitled to appear before the Directors to answer the complaint and shall be entitled to a copy of the complaint in sufficient time to sufficient time to make an answer.

Effects of Suspension

- 9.01** Upon suspension, a member shall cease to hold office, if any, in the Association as if he had resigned and while suspended shall not be entitled to attend any meeting of the Association or committee thereof, nor shall such member be entitled to vote in person or otherwise.

Reinstatement

- 10.01** Upon written request signed by a former member, the Directors may reinstate such former member to membership upon compliance with such terms and conditions as the Directors may prescribe.

Annual General Meetings

- 11.01** Annual General Meetings of the Association shall be held at such time as is determined by the Directors for the transaction of all business that may properly come before such Meetings.

Annual General Meetings

- 12.01** General Meetings of the Association may be called by the President or the Directors or upon written request addressed to the Directors of not less than one quarter of the voting members of the Association.

Time and Place of Meetings

- 13.01** The President or Directors shall designate the time and place within the Province of Manitoba for any Annual General Meeting or other Meetings of the Association. Failure of the President or of the Board to fix a time and place within fifteen days following receipt of a written request to hold a General Meeting shall empower the petitioners to fix a time and place for the required meeting by a statement signed by a majority of the petitioners. Such statement shall be promptly delivered to the President.

Notice of Meeting

- 14.01** Written notice stating the place, day and hour of any meeting of members called shall be delivered by the President, by mail, or other means to each member entitled to vote at such meeting, not less than thirty days before the date of such meeting.
- 14.02** In case of a General Meeting of the Association or when required by **statute** or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Voting

- 15.01** Voting at all meetings of the Association shall be restricted to one vote per firm; a simple majority will carry.

Quorum

- 16.01** Ten Voting Member present in person or by proxy shall constitute a quorum at any meeting of the Association. If a quorum is not present at any meeting, the majority of members present may adjourn from time to time without further notice.

Proxy

17.01 At any meeting of the Association, a Voting Member may vote by proxy, provided that the individual appointed to exercise the proxy shall be a Member. All proxies shall be Members. All proxies shall be in writing and shall be valid for one meeting and any adjournment thereof and not otherwise. Proxies shall be filed with the President. Any proxy may be revoked by the member who gave the proxy. All revocations of proxies shall be in writing and shall not have effect until delivered to the President.

Board of Directors

18.01 The Board of Directors shall consist of:

- A.** A maximum of eight (8) elected individuals of whom not more than two (2) may be members other than Principal members, and the remainder shall be Principal members, and
- B.** The Immediate Past President of the Association who remains active in the affairs of the Association

18.02 The business and affairs of the Association shall be managed by the Directors who may pay all the expenses incurred in starting and maintaining the Association, and may exercise all such powers of the Association as are permitted by these By-Laws, required to be exercised by the Association at an Annual General Meeting or General Meeting to any regulation of these By-Laws, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by extraordinary resolution, but no regulation made by extraordinary resolution shall invalidate any prior act of the Directors that would have been valid if that regulation had not been made. The Directors may authorize the borrowing of money by the Association and the giving of security therefore by the Association.

Election of Directors

19.01 At Annual Meetings designated by the Board of Directors of the Association, not more than six directors shall be elected for terms of two years each. At the same Annual Meeting, not more than two additional Directors may be elected for a term of one year each.

No Director shall be elected for more than three consecutive terms or six consecutive years with the exception of Directors having filled one-year terms who may serve, in any combination of one and two year terms, up to four consecutive terms to a maximum of seven consecutive years.

Meetings

20.01 The Directors shall meet at least six times each fiscal year at such time and place as they shall determine; provided that the organizational meeting each year shall follow the Annual General Meeting of the Association as closely as may be practicable.

20.02 Additional meetings of the Directors shall be called by the President.

Notice of Meetings

21.01 Notice of any meeting of the Directors shall be given at least five days previous thereto by written notice delivered personally or sent by mail or other means to each Director at his address shown on the records of the Association. Any Director may waive notice of any meeting.

Quorum

22.01 A majority of all the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors, but if less than a quorum of Directors is present at any meeting a majority of the Directors may adjourn the meeting from time to time without further notice.

Majority Rule

23.01 The act or decision of the majority of Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors.

Vacancy

24.01 The Directors may appoint an appropriate replacement to serve the rest of the term when a vacancy exists.

Written Decision

25.01 Any action or decision required to be taken or made at a meeting of Directors or any action or decision which may be taken or made without a meeting with the consent in writing, setting forth the action to be taken or decision made collectively or separately signed by all the Directors.

Proxies

26.01 There will be no proxies for the Directors at Board meetings.

Mail Ballot

- 27.01** In lieu of a meeting of the Directors, any matter requiring decision by the Directors may be decided by a ballot (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 President shall have received executive ballots from at least three fourths of the Directors.

Directors' Committees

- 28.01** The Directors may delegate any of their powers to the committees consisting of such members of the Association as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
- 28.02** The committee may elect a Chair of their meetings; if no such Chair is elected, or if at any meeting the Chair is not present, the members present may choose one of their number to be Chair of the meeting.
- 28.03** A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of equality of votes the Chair of the committee shall have a second or casting vote.

Notice of Nomination

- 29.01** At least thirty days prior to the Annual General Meeting or General Meetings designated by the Board of Directors, each Registered Member shall be notified of their right to nominate registered members of the Association to serve as Directors of the Association.

Officers

- 30.01** The Officers of the Association may be a President, President-Elect, Vice President, Secretary/Treasurer and such other Officers as the Directors may appoint to perform duties as the Directors shall determine. The position of President may be held by a member of the Board of Directors for a maximum term of two years.
- 30.02** The Officers of the Association shall be elected annually by the Directors at their first meeting following the Annual General Meeting.
- 30.03** An Officers and/or 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 officers of the Association but not exceeding 3 months after the member ceased to be an employee of a member firm.

30.04 Any Officer may be removed by the Majority of the Board of Directors when, in their judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Vacancies shall be filled by the Directors.

President

31.01 The President shall preside over all Annual General Meetings and General Meetings of the Association and all Meetings of the Directors.

31.02 The President shall be the Chief Executive Officer of the Association. He/she shall make an annual report to members and shall be ex officio, a member of all committees.

31.03 The President shall be a Principal member.

President-Elect

32.01 In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of and be subject to all restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the Directors.

32.02 The President-Elect shall be a Principal member.

Vice President

33.01 In the absence of the President and/or President-Elect or in the event of their inability or refusal to act, the Vice President shall perform the duties of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the Directors.

Secretary Treasurer

34.01 The Secretary Treasurer shall be responsible for the supervision of the finances of the Association and at each Annual General Meeting shall present a balance sheet containing general particulars of the Association's liabilities and assets and a statement of the Association's income and expenditure, audited by an auditor appointed by the Board of Directors.

Executive Director

35.01 The Executive Director shall work under the supervision of the President. The Executive Director shall be responsible for keeping the minutes of the meetings of Members and the Directors. Minutes shall be kept in one or more books provided for that purpose

The Executive Director shall see that all notices are duly given in accordance with the provision of these By-Laws or as required by law and shall be the custodian of the records and Seal of the Association. He/she shall keep the register of members and generally perform all duties assigned by the President.

In addition, the Executive Director shall be responsible for billing and collection of dues and other revenues and shall deposit promptly all revenues received with a Bank or Trust Company as designated by the Directors. The Executive Director may engage such clerical and other assistants to work under his/her direction as are approved by the Directors.

Advisory Committees

36.01 The President may appoint and designate such committees of members as needed to advise the Directors on the affairs of the Association. A simple majority of members shall be sufficient to transact the business of a committee of members unless otherwise specified by the President.

Contracts

37.01 The Directors may authorize any Officer or Officers, agent or agents of the Association in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Cheques

38.01 All cheques, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association as shall from time to time be determined by the Directors. Such instrument shall be signed by any two of the Officers, including the Executive Director.

Gifts

39.01 The Directors may accept on behalf of the Association, any contribution, gift, bequest or device for the general purpose or for any specified purpose of the Association. The Directors may authorize gifts to be made by the Association for the purposes consistent with the objectives of the Association.

Inspection

40.01 All books and records of the Association may be inspected by any member during the usual business hours of the Association, provided seven days notice of intention to

inspect is given in writing by the member who intends to inspect. A member in arrears of payment of dues or assessment or under suspension is not entitled to inspect.

Fiscal Year

41.01 The fiscal year of the Association shall be the period from January 1st to December 31st.

Dues, Etc.

42.01 Annual dues payable by members of the Association shall be of such amounts as may be determined by the Board of Directors. Dues shall be payable in advance. On admission, members shall pay dues in advance for such periods as the Directors shall from time to time determine, beginning with the month of admission to membership. Dues for members shall be set and published annually by the Directors of their respective category of membership.

42.02 The Directors may increase membership dues providing any increase in excess of \$50 in a fiscal year is confirmed by a resolution of members passed by a majority of votes of those present at an Annual General Meeting or General Meeting. Notice of such General Meeting shall be given in writing to each member not less than fourteen (14) days nor more than thirty (30) days before the meeting, and shall set out the details of the amendment. All voting shall be in accordance with paragraph 15.01 herof.

Waiver of Notice

43.01 Whenever any notice is required to be given under the provisions of an applicable statute or under the provisions of these By-Laws, a waiver thereof in writing, signed by the person entitled to receive such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Amendment: Extraordinary Resolutions

44.01 The Constitution and By-Laws of the Association may be amended, altered or added to, as the case may be, by extraordinary resolution. An extraordinary resolution shall require a two-thirds majority vote of members present or represented by proxy at an Annual General Meeting or General Meeting taken in accordance with these By-Laws. Notice in writing of a proposed extraordinary resolution shall be given to each Voting Member at least fourteen days in advance of the meeting at which it is to be considered and voted on.

Resolution

45.01 The Association shall use its funds only to accomplish the objectives set forth in the Constitution and in conformity with these By-Laws. No funds or property of the

Association shall be distributed among its members on dissolution. On dissolution, any funds or property remaining after all liabilities have been paid shall be distributed to one or more charitable, educational, scientific or philanthropic organizations selected by the Directors.

- 45.02** The Association shall not, in any calendar or fiscal year, run a deficit where the expenses for the period exceed the revenues.

First Directors

- 46.01** The subscribers to the Constitution and By-Laws shall be the First Directors of the Association. The Directors may make such interim or provisional regulations as they deem necessary to bring these By-Laws into full and effective operation.