

MORTGAGE BROKERS ASSOCIATION OF BRITISH COLUMBIA

S0026133

CONSTITUTION

1. The name of the society is Mortgage Brokers Association of British Columbia
2. The purposes of the Mortgage Brokers Association are to:
 - a) Do all things necessary to advance and improve the relations of the members with the public.
 - b) Advance and promote the interest of those engaged in mortgage financing as brokers, agents, dealers and valuers and to increase public confidence in and respect for those engaged in the calling of mortgage brokers.
 - c) Gain recognition and support of lending institutions, private investors and government agencies.
 - d) Set uniform standards and establish a code of ethics to govern the members of the association for the protection of the public.
 - e) Encourage the study of mortgage financing and all its aspects and to promote the exchange of views between the members among the members of publications, data, and forms.
 - f) Institute, promote and manage a system or systems with the object of rendering better service to the public and to the members of the association by providing them with a wider potential market.
 - g) Institute, promote and manage plans or systems for the benefit of the members of the association in the conduct of their business connected with all aspects of mortgage financing.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

MORTGAGE BROKERS ASSOCIATION OF BRITISH COLUMBIA

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BYLAWS

Part 1 - Interpretation

1.1 In the Constitution and the Bylaws:

- a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
- b) "Address of the Society" means the address of the Society as filed from time to time with the Registrar,
- c) "AGM" means an Annual General Meeting,
- d) "Board" or "Board of Directors" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society,
- e) "Board Resolution" means:
 - i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting, or
 - ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and such a resolution may be in two or more counter-parts,
- f) "Bylaws" means the Bylaws of the Society as filed with the Registrar,
- g) "Code of Conduct" means a code set by Board Resolution,
- h) "Constitution" means the Constitution of the Society as filed with the Registrar,
- i) "Directors" means those persons who have become Directors in accordance with these Bylaws and who have not ceased to be Directors, and "a Director" means any one of them,
- j) "General Meeting" includes an AGM and a Special General Meeting,
- k) "Lawyer" means a Practicing Member of the Law Society of British Columbia,
- l) "Members" means the applicants for incorporation of the Society and those persons who have subsequently become Members in accordance

with these Bylaws and, in either case, have not ceased to be Members, and "a Member" means any one of them,

- m) "Mortgage Broker" and "Submortgage Broker" have the meaning given to them under the Mortgage Brokers Act,
- n) "Mortgage Brokers Act" means the Mortgage Brokers Act, R.S.B.C. 1996, chapter 313 as amended from time to time, and any regulations thereto,
- o) "Ordinary Resolution" means:
 - i) a resolution passed at a General Meeting by the Members by a simple majority of the votes cast in person or by electronic voting, or
 - ii) a resolution that has been submitted to the Members and consented to in writing or electronically by 75% of the Members who would have been entitled to vote on the resolution in person at a General Meeting, and such a resolution may be in two or more counter-parts,
- p) "Registrar" means the Registrar of Companies of the Province of British Columbia,
- q) "Registrar of Mortgage Brokers" means a person appointed to that position pursuant to section 2.1 of the Mortgage Brokers Act and section 10 of the Financial Services Authority Act,
- r) "Senior Manager" has the meaning given to it by section 61 of the Act,
- s) "Society" means Mortgage Brokers Association of British Columbia,
- t) "Special Resolution" means:
 - i) a resolution passed at a General Meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by electronic voting, or
 - ii) a resolution consented to in writing by all the Voting Members, and such a resolution may be in two or more counter-parts,
- u) "Voting Member" has the meaning given to it by Bylaw 5.7 (1),
- v) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and other electronic means,
- w) the singular includes the plural and vice versa, and
- x) persons include corporations and associations.

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

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

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

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

1.5 In the event of the winding-up or dissolution of the Society, all the assets of the Society remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Society of any arrears of salaries or wages, and payment of any debts of the Society, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that are designated by the Members at the time of winding-up or dissolution.

Part 2 - Membership

- 2.1**
- 1) The Members are the applicants for incorporation and those persons who subsequently become Members in accordance with the Bylaws and who, in either case, have not ceased to be Members.
 - 2) There are five categories of Members: Individual, Corporate, Voting Associate, Non-Voting Associate, and Honourary.
 - 3) An Individual Member is a person who is a Submortgage Broker.
 - 4) A Corporate Member is a corporation, partnership, or proprietorship that is a Mortgage Broker.
 - 5) A Voting Associate Member is an individual, corporation, or partnership that is a Mortgage Broker or Submortgage Broker, but whose primary business is other than that of a mortgage broker.
 - 6) A Non-Voting Associate Member is an individual, corporation, or partnership that is not a Mortgage Broker or Submortgage Broker.
 - 7) An Honourary Member a person who has provided distinguished service to the Society and is appointed for life by Board Resolution.

2.2 An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category to which the applicant wishes to belong,
- d) In the case of an applicant that is a corporation, partnership, or proprietorship, appoint an Authorized Representative,

- e) include such other information as the Board may require,
 - f) include the applicant's agreement to comply with the Society's Code of Conduct, and
 - g) include annual membership dues.
- 2.3**
- 1) A person may apply to the Board for membership, and on acceptance by the Board and payment of annual membership dues becomes a Member.
 - 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
 - 3) The amount of annual membership dues for Members of each category, and the date by which they must be paid, must be determined by the Board. An Honourary Member is exempt from payment of annual membership dues. The annual membership dues of Voting or Non-Voting Associate Members who are individuals may be different from the annual membership dues of Voting or Non-Voting Associate Members that are corporations or partnerships.
- 2.4**
- 1) A membership is not transferable.
 - 2) A membership must be renewed annually, by or before a date set by the Board.
 - 3) The Society must send a membership renewal notice to each Member a reasonable time before the date on which membership must be renewed.
 - 4) Except where determined by the Act or the Bylaws, the privileges and responsibilities of Members of each category must be determined by Board Resolution.
- 2.5**
- 1) Every Member and Director must uphold the Constitution, and must comply with:
 - a) the Act,
 - b) the Bylaws,
 - c) the Code of Conduct,
 - d) any rules, regulations and policies made by the Society, and
 - e) any rules of order governing the conduct of general meetings and of meetings of the Board.
 - 2) A Member must advance and must not hinder the purposes, aims and objects of the Society.
- 2.6**
- A Member ceases to be a Member on:
 - a) delivering a written resignation to the Society,

- b) death,
 - c) where applicable, on ceasing to be a Mortgage Broker or Submortgage Broker,
 - d) in the case of a Member that is a corporation, partnership, or proprietorship, on dissolution or winding-up,
 - e) having been a Member not in good standing for 60 days, or
 - f) being expelled.
- 2.7** A Member becomes a Member not in good standing:
- a) failing to pay a debt due and owing to the Society, or
 - b) failing to pay annual membership dues by the date set by the Board, or
 - c) having been found to have contravened the Society's Code of Conduct.
- 2.8** 1) A Member may be expelled by Special Resolution.
- 2) The notice of a Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A Member who is the subject of a proposed Special Resolution for expulsion must be given an opportunity to be heard at the General Meeting before the resolution is put to a vote.
- 2.9** 1) The Board may suspend, discipline or expel a Member for conduct substantively detrimental to the Society or contravention of the Code of Conduct by a vote of which not fewer than two-thirds of the Directors then in office are in favour.
- 2) A Member who is the subject of a Board Resolution to suspend, discipline or expel the Member must be given:
- a) reasonable notice of the meeting at which the resolution will be considered, and
 - b) an opportunity to be heard at the meeting of the Board before the resolution is voted upon.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and the Bylaws, that the Board determines.
- 2) An AGM must be held at least once in every calendar year.
- 3) Every General Meeting other than an AGM is a Special General Meeting.
- 3.2** 1) The Board may when it thinks fit convene a Special General Meeting.

2) The Members may requisition a General Meeting pursuant to section 75 of the Act and may submit a proposal for consideration by the Society at a General Meeting pursuant to section 81 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a General Meeting must:
- a) specify the place, day and hour of meeting,
 - b) include the text of any Special Resolution to be proposed at the meeting,
 - c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and
 - d) be sent to all Members not fewer than 14 days but not greater than 60 days before the meeting.
- 2) The accidental omission to send notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at that meeting.
- 4.2** 1) Notice of a General Meeting must be given to:
- a) every Member shown on the register of Members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting.
- 4.3** A notice may be given to a Member either personally, by mail, by e-mail or by other electronic means to the Member at the Member's address or e-mail address, as shown in the register of Members.
- 4.4** 1) A notice sent by mail from the Society's office is deemed to have been received two days after being mailed.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A Member must promptly and in writing notify the Society of any change in the Member's name, address, e-mail address, Authorized Representative, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:

- a) to elect a chair, if required,
- b) to determine that there is quorum,
- c) to adopt rules of order,
- d) to approve the agenda,
- e) to consider the minutes of the last AGM and any intervening general meetings,
- f) to consider the report of the Board on its activities and decisions since the last AGM,
- g) to receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
- h) to appoint an auditor, if required,
- i) to elect Directors,
- j) business arising out the financial statements, the auditor's report, the report of the Board, or which under the Bylaws or any statute ought to be transacted at an AGM, and any matter about which notice has been given in the notice of the meeting,
- k) Special Resolutions, if any, of which notice has been given as required by the Act and the Bylaws,
- l) any Members' proposals pursuant to section 81 of the Act, and
- m) to adjourn.

2) The business at a Special General Meeting is limited to:

- a) adopting rules of order,
- b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- c) that determined by the Board pursuant to bylaw 3.2.

5.2 1) Quorum at a General Meeting is twenty Voting Members present at all times.

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

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

4) A person who is entitled to participate in a General Meeting may do so by telephone or other communications medium if all of the persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.

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

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

5.3 If within 30 minutes from the time set for holding a General Meeting a quorum of Voting Members is not present:

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

5.4 1) A General Meeting can only be adjourned by Ordinary Resolution.

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

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

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

5.5 1) Subject to a Board Resolution appointing another person, the President must chair each general meeting.

2) If the President or a person appointed as chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.

3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the Members present may elect an individual who is present to be chair.

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

2) A resolution proposed at a General Meeting must be seconded, and the chair may move or propose a resolution.

- 5.7**
- 1) Each Individual, Corporate, Voting Associate, and Honourary Member that is in good standing is a Voting Member, and has the right to one vote at a general meeting.
 - 2) A Member that is a corporation or partnership may vote by its Authorized Representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a general meeting.
 - 3) A question, resolution, or motion arising at a General Meeting must be decided by Ordinary Resolution, unless it must pursuant to the Act or Bylaws be decided by Special Resolution, or is another resolution having a higher voting threshold than that of an Ordinary Resolution.
 - 4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
 - 5) All Members have the right to notice of, to attend and to speak at a General Meeting. A Member who is not in good standing cannot vote.

- 5.8**
- 1) Proxy voting is permitted.
 - 2) A Voting Member may appoint another such Member to act and vote as the Member's proxy at a general meeting.
 - 3) A Member must not hold more than three proxies.
 - 4) The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

*I, _____, of _____, hereby
appoint _____, of _____, as
my proxy to vote for me and on my behalf at the general meeting of Mortgage
Brokers Association of British Columbia on the ____ day of _____
_____, 20_____, and at any adjournment thereof.*

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

- 5) A proxy must be received not fewer than 24 hours before the time set for the start of a general meeting.
- 6) A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

- 5.9** 1) Voting at a General Meeting that is not an electronic meeting must be by show of hands, except when a secret ballot is required by:
- a) the Bylaws or Act,
 - b) ruling of the chair, or
 - c) Ordinary Resolution, voting on which must be by show of hands.
- 2) Voting at an electronic General Meeting, a General Meeting that is in part electronic, in an election, or on an Ordinary Resolution or Special Resolution may be conducted by mail, email, or other electronic means.
- 3) A vote by mail, email, or other electronic means must be conducted as follows:
- a) All Voting Members in good standing and where applicable present at a general meeting must be sent the resolution,
 - b) Clear instructions as to how to vote must be sent with the resolution, and
 - c) The process for voting and for tabulation of the votes is confidential, verifiable, reliable, and consistent with democratic norms.
- 5.10** Subject to the Act and the Bylaws, a General Meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

- 6.1** 1) The Board must manage, or supervise the management of, the activities and internal affairs of the Society.
- 2) The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but subject to the provisions of:
- a) all laws affecting the Society, and
 - b) these Bylaws and the Constitution.
- 6.2** 1) A Director must, when exercising the powers and performing the functions of a Director:
- a) act honestly and in good faith with a view to the best interests of the Society,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,

- c) act in accordance with the Act and Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.
- 2) Without limiting subsection (1), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.
- 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of Directors of a society.
- 4) Nothing in a contract or the Bylaws relieves a Director from
- a) the duty to act in accordance with the Act and the Regulations, or
 - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Society.

- 6.3** 1) The number of Directors must be set by Board Resolution and must be not fewer than eight and not more than twelve including:
- a) Not fewer than seven and not more than eleven Voting Members elected by the Members,
 - b) None, one or two Non-Voting Associate Members, and
 - c) The Past-President, who is that person who most recently was but who no longer is President, or in the event that person is unwilling or unable to so act, another person who was but no longer is President and who is appointed by Board Resolution.
- 2) There must be at least one Director who is ordinarily resident on Vancouver Island and one in the Okanagan, unless there is no Director or nominee who is resident in one, the other, or both.
- 3) A Director, and a nominee for election as a Director, must:
- a) be a Voting Member or where applicable a Non-Voting Associate Member,
 - b) be qualified to be a Director pursuant to section 44 of the Act,
 - c) have been a Member for not fewer than 365 days immediately preceding the date on which the Director is elected or appointed, and
 - d) consent to the nomination, in writing or in person.
- 4) With the exception of the Past-President, a Director has a normal term of office of two years, beginning at the adjournment of the AGM at which the Director is elected, and ending at the adjournment of the AGM two years later.

5) One-half of the Directors, or so nearly to one-half as is reasonably practicable, must be elected at the AGM, so that at the adjournment of the AGM:

- a) one-half of the Directors, or so nearly to one-half as is reasonably practicable, have remaining terms of one year, and
- b) one-half of the Directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years.

A Director may be elected to a term of one year so as to allow compliance with this bylaw.

6) In an election of Directors, each Voting Member has a number of votes equal to the number of Directors to be elected, but must not cast more than one vote for a nominee. Those nominees receiving the greater number of votes are elected, but the number (if any) of Non-Voting Associate Members elected must not exceed the number set by bylaw 6.3 (1)(b).

7) A Director may be re-elected.

8) A Director who has been a director for six consecutive years immediately ceases to be a Director, and cannot be elected or appointed as a Director for one year.

6.4 1) 45 days before the AGM, the Board must:

- a) set the number of directors for the year beginning at the AGM, pursuant to bylaw 6.3 (1),
- b) set the dates on which nominations must be received or made, ballots will be sent to members, ballots must be received, and ballots will be counted,
- c) appoint a Nominations and Election Committee of not fewer than three Members, none of whom is a nominee, and including not fewer than two Past-Presidents appointed by the Board, and
- d) inform members by such means as the Board deems effective as to the procedures and dates for nominations and elections, the number of Directors to be elected, and related matters

2) Subject to the direction of the Board, the Nominations and Elections Committee must nominate, and solicit the nomination of, sufficient nominees to fill the vacancies, and to ensure that the diversity of the membership is represented.

3) A nominee must comply with bylaw 6.3 (3), and must be nominated by the Nominations and Election Committee, two Voting Members, and in the case of a nominee who is a Non-Voting Associate Member, by any two Voting Members and Non-Voting Associate Members.

4) Nominations from the floor at the AGM are prohibited, unless there are fewer nominees than positions to be filled.

6.5 1) If, at date set for the close of nominations, there are more nominees than there are positions to be filled, an election must be conducted.

2) The Nominations and Election Committee must conduct any required election.

3) The election materials sent to Voting Members must:

- a) contain a statement from each nominee,
- b) state the ordinary place of residence of each nominee, and identify any that are Non-Voting Associate Members,
- c) any other information which the Board deems useful or necessary, and
- d) clear instructions for voting, including the date by which the return envelope must be received.

4) The Nominations and Election Committee must

- a) receive the ballots, and verify that each was received by the date set and was cast by a Voting Member in good standing,
- b) count the ballots, and
- c) report the results of the election to the Board not fewer than seven days before the AGM.

5) The Nominations and Election Committee must certify to the Board:

- a) that the bylaws have been complied with,
- b) the number of ballots cast,
- c) the number of spoiled or illegible ballots, and
- d) the names of the nominees, the number of votes received by each, and the names of those who are elected.

6) The results of any election must be announced at the AGM.

6.6 A Director ceases to be a Director on:

- a) the end of the Director's term of office, unless the Director is re-elected,
- b) resigning in writing,
- c) being removed pursuant to bylaw 6.8,
- d) ceasing to be a Voting Member in good standing, the Authorized Representative of a Voting Member, or where applicable a Non-Voting Associate Member,
- e) death,
- f) becoming incapable of performing the duties of a Director, or

- g) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.7 No act or proceeding of the Board is invalid only by reason that there are fewer Directors in office than the number required by bylaw 6.3.

6.8 1) The Members may, by Special Resolution, remove a Director before the expiration of the Director's term of office.

2) The Board may, by a resolution of which 75% of the Directors then in office are in favour, remove a Director before the expiration of the Director's term of office.

6.9 The Board may appoint a Member who is qualified pursuant to bylaw 6.3 to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office, for the balance of that Director's term.

6.10 A Director must not be remunerated for being or acting as a Director, but may be reimbursed for all expenses reasonably and necessarily incurred while engaged in the affairs of the Society.

6.11 The Society must pursuant to the Act:

- a) Indemnify a Director or Senior Manager, or the representative of such a person, against all penalties to which the person or representative is or may be liable in respect of a legal proceeding or investigative action, and
- b) Pay the expenses actually and reasonably incurred by a Director or Senior Manager or the representative of such a person, in respect of a legal proceeding or investigative action.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of the Directors then in office, but must not be fewer than three.

3) A meeting of the Board may be called by:

- a) the President, or
- b) any three Directors, or
- c) Board Resolution.

4) Notice of a meeting of the Board is sufficient if properly addressed to every Director, and sent by Canada Post or e-mail. Except where notice is waived by

all Directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

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

7.2 When a meeting of the Board is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.

7.3 A Director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

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

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

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

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

7.5 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

4) The Past-Presidents' Council is a committee of all Past-Presidents who are willing and able to serve on it, and has such authority and responsibility as are delegated to it by the Board.

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

Part 8 – Officers

- 8.1** 1) The Board must at its first meeting following the AGM elect from amongst the Directors a President, a Vice-President, a Secretary and a Treasurer, who are the elected officers, and may elect or appoint such other officers as it deems necessary
- 2) So far as is reasonably practicable, an elected officer must have been a director for one year within the five years immediately preceding the date on which that person becomes an elected officer.
- 3) The President must be a Submortgage Broker whose main source of earned income is as a Submortgage Broker.
- 4) The Board may:
- a) dismiss an elected officer at any time, by a vote of which 2/3 of the Directors then in office are in favour, and elect another Director to take that person's place, and
 - b) elect a Director to take the place of an elected officer who has ceased to hold office for any reason.
- 5) An elected officer ceases to be an elected officer on:
- a) ceasing to be a Director,
 - b) being dismissed pursuant to bylaw 8.1 (2)(a), or
 - c) resigning in writing.
- 8.2** The President:
- a) must supervise the other officers in the execution of their duties,
 - b) must, subject to a Board Resolution appointing another person, chair all meetings of the Board and all general meetings, and
 - c) has the powers and duties generally pertaining to the office of President, subject to Board Resolution.
- 8.3** In the absence or inability of the President, the Vice-President must perform the duties of the President.
- 8.4** The Secretary is responsible for doing, or making the necessary arrangements for:

- a) issuing notices and taking minutes of general meetings and Board meetings,
- b) keeping the records and documents of the Society in accordance with the Act, including the register of Members,
- c) conducting the correspondence of the Society, and
- d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

8.5 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:

- a) receiving and banking all monies received by the Society,
- b) keeping accounting records in respect of the Society's financial transactions,
- c) preparing the Society's financial statements, and
- d) making the Society's filings with respect to taxes.

8.7 The offices of Secretary and Treasurer may be held by a single Director, titled the Secretary-Treasurer.

- 8.8**
- 1) The Board may appoint an Executive Director, who may also be titled the Chief Executive Officer or General Manager, and determine the remuneration and terms and conditions of employment of that person.
 - 2) The Executive Director:
 - a) must be qualified pursuant to section 44 of the Act,
 - b) is an appointed officer and a Senior Manager within the meaning of the Act,
 - c) reports to the Board, and
 - d) may receive notice of, attend, and speak at, but not vote at, Board meetings.

Part 9 – Borrowing and Investment

9.1 The Society must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations, unless it is authorized to do so by Special Resolution.

9.2 The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, but must exercise the care, skill,

diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and needs of the Society.

- 9.3** 1) A Director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
- 2) A Member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act, and must be provided with a copy of that record on request pursuant to section 27 of the Act.
- 3) The Board may by resolution restrict the Members' rights to inspect the register of Members, pursuant to section 25 of the Act.
- 4) A Member cannot inspect any other record of the Society except if permitted to do so by Board Resolution.
- 5) A person other than a Member or Director cannot inspect the records of the Society, except as required or permitted by Board Resolution, the Bylaws, the Act, or another statute.
- 9.4** The Board must determine, by Board Resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority to sign contracts, documents, and other written instruments, or specific contracts, documents, or written instruments.

Part 10 – Auditor

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