

**GUELPH AND DISTRICT HOME BUILDERS' ASSOCIATION (INC.)**

**GUELPH, ONTARIO**

**ASSOCIATION BYLAWS**

May 2, 2011 as amended

**ARTICLE 1.0 NAME**

- 1.1 The name of this organization shall be the "Guelph and District Home Builders' Association (Inc.)".
- 1.2 In this bylaw the organization shall be cited as the "Association".

**ARTICLE 2.0 PURPOSE**

- 2.1 The purpose of the Association is:
- I. TO encourage and protect the interests of the residential building industry in the City of Guelph and the surrounding district in the Province of Ontario;
  - II. TO promote and provide for the transfer of business and technical information and knowledge to the membership;
  - III. TO promote just and equitable business principles and practices in the residential construction industry in order to facilitate harmony among those engaged in the building industry to assure the public that membership in the Association is an assurance to the public of the quality, skill, propriety and honourable reputation of its members;
  - IV. TO mediate, wherever possible, differences and misunderstandings between the members, associates and the public;
  - V. TO represent the interests of the members in the Association in any matters pertaining to the residential building and construction industry in the said City of Guelph and surrounding district municipalities, and to negotiate on their behalf as necessary, and to enter into such trade or other agreements affecting matters that are in the best interests of the residential construction industry;
  - VI. TO promote and support proposed or contemplated legislation that is in the best interest of the residential construction industry at the federal, provincial and municipal levels of government or any other authorities having jurisdiction;
  - VII. TO gather statistical, technical or any other information on matters that may be of assistance to the residential construction industry or the members of the Association and to provide for the dissemination and transfer of such same to the members of the Association, affiliated associations as well as the residential construction industry;
  - VIII. TO provide for the good and orderly business of the Association for the benefit of the members of the Association including transactions for the purpose of entering into contracts to buy, sell, mortgage, lease land, buildings and the hiring of employees of the Association.

**ARTICLE 3.0 AFFILIATION**

- 3.1 This Association shall maintain affiliation with the Canadian Home Builders' Association and the Ontario Home Builders' Association.

## ARTICLE 4.0 MEMBERSHIP

4.1 Each member of the Association shall be familiar with the Bylaws' objectives and Code of Ethics of the Association and shall abide by the same as an obligation of membership.

### 4.2 Membership Classifications

4.2.1 The membership of the Association shall consist of the following classifications:

- a) **Builder Member** - means a person, corporation, proprietorship, or partnership who demonstrates to the satisfaction of the Board of Directors that he/she is an experienced builder of residential homes.
- b) **Renovator Member** - means a person, corporation, proprietorship, or partnership who demonstrates to the satisfaction of the Board of Directors that he/she is an experienced renovator of homes or residential buildings.
- c) **Sub-Contractor Member** - means a person, corporation, proprietorship, or partnership who demonstrates to the satisfaction of the Board of Directors that he/she is a sub-contractor in the residential construction industry.
- d) **Supply and Service Member** - means a person, corporation, proprietorship, or partnership who demonstrates to the satisfaction of the Board of Directors that he/she is a producer, processor, distributor of building materials, or that he/she is engaged in the business of providing professional services such as a lawyer, surveyor, banker, mortgage broker or realtor that is actively engaged in the residential building industry.
- e) **Honorary Life Member** - The Board of Directors may grant an Honorary Life Membership to any present or past member of the Association, as they deem desirable from time to time, in recognition of their past contributions and meritorious service to this Association. A maximum of one (1) Life Membership in any one year may be granted, however the total number of such said Life Memberships shall, at the time of the appointment, not exceed five per cent (5%) of the total general membership at the time of the granting of the Honorary Membership.

### 4.3 Membership Categories

4.3.1 The membership of the Association shall consist of the following categories of members for the purpose of voting rights and establishing annual dues:

- a) **Full Member** - means a person, who is an owner, employee, or independent contractor of a corporation, proprietorship, or partnership that pays Canadian and Ontario Home Builders' Association and local dues. Such person is eligible for election to the Board of Directors and to vote on all matters.
- b) **Second Member** - means a person, who is an owner, employee, or independent contractor of a corporation, proprietorship, or partnership that is a Full Member of this Association in good standing. Such person is eligible for election to the Board of Directors and is entitled to vote on all matters.
- c) **Honorary Life Member** - means a person, who is an owner, employee, or independent contractor of a corporation, proprietorship, or partnership that the Board of Directors has granted an Honorary Life Membership. Such person is not eligible

for election to the Board of Directors and is entitled to vote on matters affecting the local Association only.

#### **4.4 Membership Eligibility**

##### **4.4.1** Persons, firms or corporations making application for membership shall:

- a) Have a member in good standing with the Association sponsor the applicant for membership on the prescribed application form;
- b) File the said application for membership with the Executive Officer or Membership Committee chairperson, accompanied by the applicable membership fee;
- c) Agree to abide by the Association's bylaws and code of ethics as adopted and amended from time to time by the Association;
- d) The person, firm or corporation has been in the residential construction industry or related business for a minimum period of one (1) year;
- e) Agree to hold harmless the Association, its officers, Board of Directors, and members with respect to any actions of discipline which may be imposed upon him as a member for a breach of the Associations' bylaws or code of ethics as adapted and amended from time to time by the Association.

##### **4.4.2** Applicants for membership in the Association shall be recommended by the Membership Committee, and approved by, a majority vote of the Board of Directors.

#### **4.5 Right to Reject**

The Board shall reserve the right to reject any application for membership in this Association and to revoke membership in this Association, if the provisions of the bylaws are not met or are subsequently breached or if in the circumstances the Board is of the opinion that it is in the best interests of this Association to do so.

#### **4.6 Fees**

##### **4.6.1** The Association's membership fees (the "Local Membership Fees") shall be established annually, on the basis of a budget approved for each financial year of the Association by the Board, subject to the approval of the general membership at the Annual Meeting of Members, and shall include the current membership fee of the National and Provincial levels:

- a) It is the responsibility of the Association, at the local level, to also collect the fees of the National and Provincial levels, in accordance with their respective bylaws, and remit same to the National and Provincial levels in accordance with their respective schedule of fees.
- b) The fees for new members enrolled within 2 months of the fiscal year-end of the Association in any year, shall be the full amount of the fees. The fees for new members enrolled between the commencement of the third month to and including the end of the twelfth month after the fiscal year-end of this Association shall be pro-rated on a monthly basis from 10/12ths (3<sup>rd</sup> month) to 1/12<sup>th</sup> (12<sup>th</sup> month) of the full amount of this Association's fees.
- c) There shall be no pro-rating of fees respecting the renewals of Memberships.

## **ARTICLE 5.0 RESIGNATIONS, EXPULSIONS AND TERMINATIONS**

### **5.1.1 Resignations**

Members of any classification resigning from membership shall be liable for the payment of the current year's membership dues unless the resignation is received within thirty (30) days following the annual billing of dues.

### **5.2 Expulsions**

**5.2.1** Members of any classification may be expelled by a two thirds majority vote of the Board of Directors for the following causes:

- a) Non-compliance with the bylaws and /or the code of ethics of the Association;
- b) The member is at least 60 days delinquent in payment of dues or any outstanding accounts owing to the Association;

**5.2.2** A member subject to a complaint shall be advised in writing of the complaint lodged against him/her and shall be given a reasonable opportunity to respond to such complaint in writing.

### **5.2.3 Appeal**

Where the Board of Directors has approved a resolution for expulsion of a member, such member may appeal the decision of the Board of Directors to the General Membership at the next monthly General Meeting of the Association following the passage of such a resolution to expel. A majority of 66% of the members in attendance at the general meeting is required to overturn the decision of the Board of Directors for expulsion.

**5.2.4** Where a member is expelled, all certificates and other sources of identification issued by the Association to the member shall be returned to the Association.

### **5.3 Terminations**

**5.3.1** The rights of a Member lapses when the Membership terminates for any of the following reasons:

- a) The Member dies, or in the case of a corporation, is dissolved;
- b) The Member's term of Membership expires;
- c) The Association is liquidated or dissolved;
- d) Expulsion, under the terms of 5.2 of these bylaws; or
- e) Resignation: any Member may resign at any time from the Association by submitting a written notice to this effect to the Executive Officer, accompanied by payment in full for any fees and assessments owed.

## **ARTICLE 6.0 BOARD OF DIRECTORS**

**6.1** The governing body of the Association shall be a Board of Directors. No part of this Association's property may be distributed, directly or indirectly, to a Member, Director or Officer except in furtherance of this Association's activities. Every Director and Officer of this Association in discharging their duties shall:

- a) act honestly and in good faith with a view to the best interests of the Association; and

- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances, on the evidence available.

## **6.2 Association Executive & Directors**

- 6.2.1** The officers of the Association shall consist of a President, 1st Vice President, 2nd Vice President, Past President and six Directors and shall be responsible for the management of the property and business of the Association.
- 6.2.2** The President may appoint 2 additional board members at his/her discretion. The President will ensure that there are a minimum of 3 Builder Members.
- 6.2.3** The Executive Committee of the Association shall consist of the President, 1st Vice President, 2nd Vice President, and Past President and shall carry on the day to day organization and business of the Association.
- 6.2.4** The President, 1st Vice President, 2nd Vice President shall be elected from the general membership and shall be members in good standing. The Board of Directors shall elect a member from the Executive or from the Board of Directors to act as Treasurer.
- 6.2.5** The position of President or 1st Vice President shall be occupied by a Builder Member as defined in accordance with Article 4.0.
- 6.2.6** The Directors of the Association shall be elected from Full or Second Members of the Association and shall represent and consist of the following membership classifications:
  - a) One from the Builder Category;
  - b) One from the Supply and Service Category;
  - c) One from the Sub-Contractor Category;
  - d) Three from the Membership at Large.
- 6.2.7** The officers and directors shall be elected for a term of one year and shall be eligible for re-election. Officers shall hold office until their successors have been elected and sworn in as Board members.
- 6.2.8** The President shall be eligible to run for re-election for a second term after the conclusion of his/her first term. If the President is re-elected, the Past President from the preceding term remains the Past President for the second term. The President shall not be eligible to run for the position of President for three consecutive terms.
- 6.2.9** The office of any Director or Executive Committee member shall be automatically vacated if:
  - a) The director has resigned his/her office by a written resignation to the Executive Officer of the Association;
  - b) Where an Executive Committee member or Director fails to attend three consecutive Board of Directors meetings and a resolution is passed by two thirds of the members present at a special or regular meeting of the members of the Board of Directors, that he/she be removed from office; or
  - c) Upon death.
- 6.2.10** In the event a vacancy should occur for any reason, the directors may, by resolution, appoint a Full Member in good standing in the Association to fill the vacancy.

### **6.3 Executive Officer**

The Executive Committee may hire an Executive Officer to conduct the day to day management of the affairs of the Association under the direction of the Executive Committee.

### **6.4 Responsibilities of Board of Directors and Executive Officer**

- 6.4.1 The duties and responsibilities of the Association Executive shall be as follows but not limited to:
- 6.4.2 The **President** shall preside over all meetings and shall perform the duties incidental to the office or as authorized by the members of the Board of Directors.
- 6.4.3 The **1st Vice President** shall carry out the duties of the President in his/her absence.
- 6.4.4 The **2nd Vice President** shall carry out the duties of the President and 1st Vice President in their absence.
- 6.4.5 The Past President shall carry out the duties of the President in his/her absence.
- 6.4.6 The Treasurer will serve as a consultant and advisor to the Executive Officer for purposes of investments, financial accuracy, and liaison with the Association's accounting firm.
- 6.4.7 The **Directors** shall perform all of the duties of their office or as authorized by the Board of Directors, as well as chair various committees of the Association as established from time to time.
- 6.4.8 The **Executive Officer** shall keep the minutes and records of the meetings as required, give notice of meetings, conduct the correspondence of the Association and perform such duties as are incidental to this office or as authorized by the Executive Committee. The Executive Officer shall receive and disperse funds and shall keep detailed accounts and records of all income and expenditures as deemed necessary to show the financial and business status of the Association at any time.
- 6.4.9 Members of the Board of Directors of the Association shall not receive any remuneration for their services, and under no circumstances shall receive income for personal benefit, however the Board of Directors may be reimbursed from time to time for their out-of-pocket disbursements on behalf of the Association in accordance with Association policy.

## **ARTICLE 7.0 NOMINATIONS AND ELECTIONS**

- 7.1 A nominating committee shall consist of the immediate Past President or President, as chairperson, and up to three other members appointed by the Past President for the purpose of identifying candidates for election to office at the annual general meeting.
- 7.2 Additional nominations may be made by members from the floor prior to the start of the annual general meeting which is called for the purpose of the general elections.
- 7.3 To be eligible for election, the member must be a Full Member or Second Member in good standing.
- 7.4 Elections shall be carried out by secret ballot. Where there is more than one nominee for any office or position, the nominee receiving the majority of the votes cast shall be declared elected.
- 7.5 Each member shall be entitled to one vote only, whether that member is a person, corporation, proprietorship or partnership and said member is to be designated.

- 7.6 Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointee, or if such appointee is a corporation under its corporate seal or the signature of a person authorized to bind the Corporation, and shall be attested to by a least one witness. No person shall be appointed by proxy, who is not a Full Member or Second Member of the Association.

#### **ARTICLE 8.0 COMMITTEES**

- 8.1 The President may appoint at his discretion, each year, special committees for the purpose of organizing and conducting the business of the Association.
- 8.2 Ad hoc Committees appointed for a fixed duration of time as may be deemed necessary and expedient. Committees may be appointed for a duration of time as deemed necessary.
- 8.3 A Past President's Council may be formed at the discretion of the President and shall have the power to perform special functions requiring experience in the Association's affairs or in any advisory capacity as approved by the President and the Board of Directors.

#### **ARTICLE 9.0 MEETINGS**

- 9.1 The Annual General Meeting of the Association shall be used for the purpose of the election of officers. The Board of Directors will designate a time a place and must give the Association at least three days prior notice to such meeting.
- a) The Annual General Meeting shall consider the following matters:
- (i) The approval of Minutes of the preceding year.
  - (ii) Matters arising from the Minutes.
  - (iii) A report by the President summarizing the activities and issues from the just completed year of the Association.
  - (iv) A report by the First Vice President summarizing the activities and issues to be dealt with in the coming year.
  - (v) Hearing of reports of other Officers of the Association.
  - (vi) The approval of the audited financial statements of the Association for the most recent fiscal year.
  - (vii) The approval of the most recent financial statements of the Association.
  - (viii) The approval of the proposed Budget for the next fiscal year as proposed by the Board, and the making of any changes to that Budget as may be required under the circumstances (but no such changes may be made retroactively).
  - (ix) The appointment of the Auditors.
  - (x) The consideration of any changes to be made to this Bylaw.
  - (xi) Tabling of reports of Committees and consideration of the reports.
  - (xii) Such other matters as may come before the Meeting.

- 9.2 Meetings of the Association shall be held at a time and place determined by the Executive Committee or upon request, in writing, of a majority of the members of the Board of Directors or of twenty-five (25%) per cent of the members of the Association.
- 9.3 A quorum for any general meeting of members shall be 66% of the members in good standing of the Association.

#### **ARTICLE 10.0 FINANCIAL**

- 10.1 The fiscal year of the Association shall be from September 1st to August 31st.
- 10.2 The Executive Officer shall present to the Board of Directors year end financial statements, within 3 months of the end of the fiscal year.
- 10.3 All notes, drafts and cheques shall bear the signature of any two of the designated signing authorities, as established each year with the new Executive Committee.
- 10.4.1 The annual dues for all categories of membership shall be established by the Board of Directors at a duly constituted meeting of the Board for the Association's fiscal year of September to August.
- 10.4.2 It is the responsibility of the Association to collect the dues of the Canadian Home Builders' Association and the Ontario Home Builders' Association and those dues received are to be remitted to the Canadian Home Builders' Association and the Ontario Home Builders' Association.
- 10.4.3 Dues shall be due and payable in advance or within 45 days after commencement of the fiscal year.
- 10.4.4 Dues for new members approved during the fiscal year shall be the dues that have been established by the Board of Directors for that fiscal year.
- 10.4.5 Where a member fails to remit their dues or any other unpaid account with the Association after 90 days from the due date of the invoice for payment, a registered notice shall be sent to such a member by the Executive Officer of the Association.
- 10.5 In the event of an emergency capital expenditure, the Board of Directors may at any time during a particular term (but only once per term) spend reserve funds not in excess of Fifteen Hundred (\$1,500) dollars. The approval of the membership at large is required by resolution for a capital expenditure in excess of Fifteen Hundred (\$1,500.00) dollars.

#### **ARTICLE 11.0 BYLAW AMENDMENTS**

- 11.1 Articles of these bylaws may be repealed or amended by an affirmative vote of at least two-thirds of the eligible members in attendance at a regular or special general meeting called for this purpose.
- 11.2 Notice of the proposed amendment(s) shall be mailed to each of the members at least fifteen (15) days prior to the meeting at which they are to be discussed and approved.

#### **ARTICLE 12.0 INTERPRETATION AND RULES OF ORDER**

- 12.1 These bylaws shall be read and interpreted with all changes or gender and number as required by the context.

- 12.2 The Association's bylaws shall govern all meetings conducted by the Association. Where no bylaw provisions or rules are applicable, Robert's Rules of Order shall apply.
- 12.3 The Association may adopt by resolution of a majority of the Board of Directors a procedural bylaw to establish operational procedures for the conducting of meetings and business from time to time.

**ARTICLE 13.0 HEAD OFFICE**

- 13.1 The head office of the Association shall be in the City of Guelph in the County of Wellington and in the Province of Ontario and at a place therein as the Directors may from time to time determine.

**ARTICLE 14.0 INDEMNITY OF DIRECTORS**

- 14.1 The Association hereby consents that each and every Director of the Association shall be deemed to have assumed office on express understanding and agreement and condition that every Director of the Association and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Directors sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses, including solicitor-client legal costs, which he/she sustains or incurs in or about in relation to the affairs of the Association, except any such costs, charges or expenses incurred as a result of the willful fraud or malfeasance of such Director.
- 14.2 The Association is further authorized and directed to obtain a "Commercial Liability Insurance Policy" indemnifying the Directors from any and all claims as aforesaid, as well as any other claims for which general insurance protection may be obtained in such broad form liability policy.

THIS BYLAW, BEING ADOPTED ON THE THIRTY-FIRST DAY OF MAY, 2011

AT A MEETING OF THE MEMBERS, CALLED FOR SUCH PURPOSE, SHALL BE DEEMED EFFECTIVE AS FROM THAT DATE.

July 13 2011  
DATE

[Signature]  
PRESIDENT

August 3rd 2011  
DATE

[Signature]  
FIRST VICE PRESIDENT

**SCHEDULE "A"**  
**ASSOCIATION RESERVE POLICY**

1. (1) **Reserve Funds** - For the purpose of ensuring the good and orderly governance of the Association, the Association may in each year provide in the financial estimates for the establishment and maintenance of a reserve fund for any purpose for which it has authority to spend funds, but the approval of the Association membership is required by resolution for capital expenditures.
- (2) **Investment and Income** - The money raised for a reserve fund established under subsection (1) shall be paid into a special account and may be invested in such securities as a trustee may invest under the Trustee Act, and the earnings derived from the investment of such money shall form part of the reserve fund.
- (3) **Investment of money not immediately required.** - Where the Association has money not required immediately by the Association, such money may be,
  - (a) invested in,
    - (i) bonds, debentures or other evidences of indebtedness of or guaranteed by the Government of Canada, the province of Ontario, or any other province of Canada,
    - (ii) debentures, notes or guaranteed investment certificates of or term deposits with any trust corporation that is registered under the Loan and Trust Corporations Act,
    - (iii) term deposits, deposit receipts, deposit notes, certificates of deposit, or endorsed by a bank listed in Schedule I or II to the Bank Act (Canada),
    - (iv) promissory notes of a metropolitan, regional or district municipality, or of a municipality as defined in the Municipal Affairs Act, or of a conservation authority established under the Conservation Authorities Act,
    - (v) term deposits accepted by a credit union as defined in the Credit Unions and Caisses Populaires Act; or
  - (b) advanced to the capital account of the Association for the purpose of interim financing of capital undertakings of the Association;

but the investments or advances to the capital account become due and payable by the day on which the money is required by the Association, and all interest thereon shall be credited to the fund from which the money is invested or advanced.
- (4) **Consolidated Account** - The Association may by resolution provide that, instead of a separate account being kept for each fund, a consolidated account may be kept in which there may be deposited the money raised for all reserve funds established under this section but which consolidated accounts shall be so kept that it will be possible to determine therefrom the true state of each reserve fund.
- (5) **Expenditure of Reserve Fund Money** - The Association may by resolution agree that the money raised for a reserve fund established under subsection (1) may be spent, pledged or applied to a purpose other than for which the fund was established.
- (6) **Board to Report on Reserve Funds** - The Board in the annual report shall report on the activities and position of each reserve fund established under subsection (1).

(7) Purpose of Reserve Funds - In order to provide for the continuation of the Association affairs and membership services in the event of adverse economic fluctuations the following reserve funds may be established for but are not limited to:

- a) maintenance of the Association annual operating budget for a 3 year period;
- b) an Association capital account for capital asset expenditures;
- c) an Association defense fund;
- d) other reserve funds as approved by an Association resolution.

## **SCHEDULE "B"**

### **GUELPH AND DISTRICT HOME BUILDERS' ASSOCIATION CODE OF ETHICS**

**Members shall comply with the National Building Code of Canada and the Ontario Building Code as a minimum standard for construction and shall work toward their improvement in the interest of structural sufficiency, safety and health.**

**Members shall plan their sites and homes to conform to the principles of good community planning and support for the environment.**

**Members shall deal justly with their employees, subcontractors and suppliers of all goods and services.**

**Members shall exchange information and experience, and encourage research on materials, technical advancements and building techniques in order to provide the best value to their customers.**

**Members shall commit to continuing learning through human resource policies and practices, including employment practices which treat employees as assets.**

**Members shall actively promote health and safety principles.**

**Members shall treat their competitors, including their property and ideas, with respect.**

**Members shall avoid all conduct or practice detrimental to the house building industry, to the Association, to the good name or reputation of any of its members, or to customers.**

**These responsibilities are freely and solemnly assumed as they form part of an obligation as a member of the Canadian, Ontario Home Builders Association and the Guelph and District Home Builders' Association.**