

Bylaws of the Professional Association of Managing Agents

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Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“**Act**” means the Societies Act of British Columbia as amended from time to time;

“**Active Member – Corporate**” means:

- (a) a company or organization that owns one or more residential rental buildings or similar real estate; or
- (b) a company or organization licensed under the Real Estate Services Act of British Columbia and engaged in the business of management of real estate including residential rental and/or strata properties;

“**Active Member – Individual**” means a person who is licensed as a real estate professional pursuant to the *Real Estate Services Act* of British Columbia or

employed by a property owner or company or strata corporation and involved in the management of rental or strata real estate property;

“Associate Member” means a person, company, or organization supplying materials, goods or services, or providing professional or business services to Active Members of the Association;

“Association” means PAMA, Professional Association of Managing Agents

“Board” means the directors of the Association;

“Bylaws” means these Bylaws as altered from time to time.

“Committee” means a group of Members appointed in accordance with Bylaw 12.1.

“Constitution” means the constitution of the Association;

“Code of Conduct” means the rules that guide the conduct of Members consistent with the objects of the Association as adopted by the Board and amended from time to time;

“Director” means a Member elected or appointed to the Board of the Association;

“Executive Director” means a person designated as a Director and secretary of the Association in accordance with Bylaw 6.7.1;

“Honorary Member” means a person who has rendered distinguished services to the Association or the property management industry and is so recognized by the Board;

“Individual Member” means a person with a substantive interest in the residential or strata property management industry and who is invited by the Board to become a Member of the Association;

“Immediate Past President” means the individual who last held the position president of the Association, and is appointed as a board member with voting rights pursuant to Bylaw 4.1;

“Member” means a Company or person who becomes, in accordance with the Bylaws, a member of the Association in any of the categories listed in Bylaw 2.2 and who remains a member of the Association, and “Members” means the plural thereof;

“Officer” means a person who holds any of the positions described in Bylaw 6.1.1;

“Special Resolution” means a resolution passed by at least 2/3 of the votes cast by the Members entitled to vote, whether cast in person or by proxy, at a general meeting of the Association;

“Voting Member” means a Member who is entitled to vote at a general or other meeting of the Association in accordance with these Bylaws.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

Application for membership

2.1 A Company or person may apply to the Board for membership in the Association by way of a form prescribed by the Board, signed by the applicant and delivered along with any required fees, to the Executive Director.

2.1.1 The applicant shall become a Member of the Association upon the Board's approval of the application.

Categories of Membership

2.2 The following are the categories of membership of the Association:

- a) Active Corporate Member;
- b) Active Individual Member;
- c) Associate Corporate Member;
- d) Individual Member;
- e) Honorary Member.

2.2.1 Each Active and Associate Corporate Member –shall appoint one person to represent the Member and act generally in all affairs of the Association, represent the Member at meetings of the Association, exercise the vote of the Member, and is eligible to hold office in the Association on behalf of the Member.

Voting

2.3 Each category of membership has the following voting rights, subject to Bylaw 2.7:

- a) each Active Corporate Member shall be entitled to one vote on any issues of the Association at general meetings, except the election of an Associate Member representative to the Board;
- b) each Active Member – Individual shall be entitled to one vote on any issues of the Association at general meetings, except the election of an Associate Member representative to the Board;
- c) each Associate Corporate Member shall be entitled to one vote on any issues of the Association at general meetings, except the election of an Active Member – Corporate or Active Member – Individual to the Board;
- d) an Individual Member shall not be entitled to vote at any general or other meetings of the Association;
- e) an Honorary Member shall not be entitled to vote at any general or other meetings of the Association.

Duties of members

2.4 Every Member must uphold the Constitution, Code of Conduct and Bylaws of the Association.

2.4.1 The Code of Conduct forms part of the Bylaws and is enforceable as a Bylaw.

Amount of membership dues

2.5 The amount of the annual membership dues shall be determined by the Board and must be paid annually by every Member in advance.

Member not in good standing

2.6 A Member is not in good standing if the Member fails to pay:

- a) the Member's annual membership dues; or
- b) any sponsorship fees and/or deposits for and final payment of flight/accommodations costs for events by the specified due date;

and the Member is not in good standing for so long as those debts remain unpaid.

Member not in good standing may not vote

2.7 A Voting Member who is not in good standing

- a) may not vote at a general meeting; and

- b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

Termination of membership if member not in good standing

- 2.8** A person's membership in the Association is terminated if the person is not in good standing for 6 consecutive months.

Part 3 — General Meetings of Members

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
 - 3.1.1** An annual general meeting of the Association shall be held every calendar year at times and on days determined by the Board.
 - 3.1.2** Upon written requisition of not less than ten percent (10%) of the Voting Members, the Board must call a general meeting of the Association for the purposes stated in the requisition in accordance with section 75 of the Act.

Notice of special business

- 3.2** A notice of a general meeting must state the nature of any 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.
 - 3.2.1** The notice of a general meeting shall be in writing and specify:
 - a) the date, time, and location of the general meeting;
 - b) each resolution to be voted on; and
 - c) the nature of any 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.

3.2.2 Notice of a general meeting shall be delivered to the Members to a Member's registered address with the Association by regular mail, facsimile or email, within no less than 14 days or no more than 60 days of the date scheduled for the general meeting.

3.2.3 A notice of a general meeting shall be deemed to be delivered 48 hours after being deposited in a Canadian mailbox or sent by email or facsimile to the address of the Member as registered with the Association.

Attendance

3.3 Only Voting Members may attend a general meeting, unless otherwise allowed by the Board.

Quorum required

3.4 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.5 The quorum for the transaction of business at a general meeting is 15 Voting Members, consisting of at least:

- a) 5 Active Corporate or Individual Members; and
- b) and 5 Associate Members.

Lack of quorum at commencement of meeting

3.6 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 the requisition of Voting Members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

Notice of continuation of adjourned general meeting

3.7 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.8 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
 - i. receive the Directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - iii. elect or appoint Directors, and
 - iv. appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Methods of voting

3.9 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.10 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.11 At any meeting of the Association a proxy vote may only be exercised by:

- (a) an Active Member – Corporate, who may assign their proxy vote to another Active Member – Corporate;
- (b) an Active Member – Individual, who may assign their proxy to another Active Member – Individual or to an Active Member – Corporate.

3.11.1 All proxies must be in writing and shall be valid only at the meeting for which the appointment is given or at any adjournment of that meeting.

3.11.2 A proxy must be delivered to the Executive Director before it may be exercised.

3.11.3 A 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 Executive Director.

Matters Decided at General Meeting by Ordinary Resolution

3.12 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of directors on Board

4.1 The Association must have no fewer than four and no more than 11 directors plus the Immediate Past President.

4.1.1 The Board of Directors must consist of:

- a) one Associate Member; and
- b) the Executive Director as appointed by the Board.

4.1.2 In the event that there is no Immediate Past President, a tie vote will be decided by additional vote given to the President. The President will have an additional vote in the event of a tie.

Election or appointment of directors

4.2 At each annual general meeting, the Voting Members must elect or appoint Directors who shall be members of the Board for a two-year term.

4.2.1 Each Director shall be elected to hold office for a term of two years.

4.2.2 Where a Director does not complete his or her term of office, the Board is empowered to appoint a replacement Director for the balance of the term of the position on the Board.

4.2.3 Except as otherwise provided herein, Directors may be elected for not more than three consecutive, two-year terms nor more than eight consecutive years.

4.2.4 Notwithstanding anything to the contrary in the Bylaws, the Immediate Past President may serve to a maximum of four consecutive, two-year terms as a Board Member.

4.2.5 Only one representative of an Active Member – Corporate may hold the position of a Director at any one time.

4.2.6 The election of an individual as a Director is invalid unless the individual consents in writing to serve as a Director or the election is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a Member as a Director 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.

Term of appointment of director filling casual vacancy

4.4 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

- 4.4.1** An Officer vacancy on the Board must be filled from the existing Board to serve for the unexpired term of office.

Part 5 — Directors' Meetings

Calling directors' meeting

- 5.1** A meeting of the Directors may be called by the president, the Executive Director or by any four other Directors.
- 5.1.1** The Directors shall meet at least six times in each fiscal year at such time and place as they shall determine.
- 5.1.2** A Director may participate in a meeting of the Directors or of any committee of the Directors in person, by telephone or videoconference if all Directors participating in the meeting, whether in person, by telephone, or videoconference are able to communicate with each other. A Director who participates in a meeting in a manner contemplated by this Bylaw is deemed for all purposes of the Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.
- 5.1.3** A Director who fails to attend two consecutive monthly meetings may be removed if approved by a majority vote of the remaining Directors.

Notice of directors' meeting

- 5.2** At least five days' written notice of a Directors' meeting must be given, delivered personally or sent by mail, facsimile or email to each Director at the address shown on the records of the Association unless all the Directors agree to a shorter notice period. Delivery of the written notice is deemed effective pursuant to Bylaw 3.2.3.

Proceedings valid despite omission to give notice

- 5.3** 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 the meeting.

Conduct of directors' meetings

- 5.4** The Directors may regulate their meetings and proceedings in their discretion.

- 5.4.1** A Director may vote by proxy at any meeting of the Directors, provided the person appointed to exercise the proxy is a Director and such proxy has been delivered to the Executive Director in advance.
- 5.4.2** Any proxy delivered to the Executive Director pursuant to Bylaw 5.4.1 shall not be counted in determining whether a quorum is present for any Board or other meeting of the Directors.
- 5.4.3** All proxies pursuant to Bylaw 5.4.1 shall be in writing and shall be valid for one specific meeting of the Board and any adjournment thereof.
- 5.4.4** Notwithstanding Bylaw 5.5, matters requiring a decision by the Board may be decided by facsimile or electronic mail ballot of all Directors. The results of the majority of ballots exercised pursuant to this Bylaw shall be considered the act or decision of the Board, provided that the Executive Director shall have received executed ballots from at least 3/4 of the Directors.
- 5.4.5** The Executive Director is not entitled to vote at any Directors' meeting.
- 5.4.6** The Board shall make decisions by a majority vote at properly constituted Directors' meetings.

Quorum of directors

- 5.5** The quorum for the transaction of business at a Directors' meeting is a majority of the Directors in attendance at the meeting.

Powers of the Board

- 5.6** All powers of the Association must be exercised or under the authority of the Board, and the affairs of the Association must be managed under the direction of the Board, subject to any limitation in these Bylaws, the Act, or otherwise by law.
- 5.6.1** The Board must authorize the payment of all expenses incurred in operating the Association.
- 5.6.2** The Board may exercise all such powers of the Association as required by the Act, these Bylaws or as directed by the Members at a general meeting by way of Special Resolution.
- 5.6.3** No Special Resolution shall invalidate any prior decision of the Directors that would have been valid if the Special Resolution had not been made.

5.6.4 The Board may authorize the borrowing of money by the Association and the giving of security by the Association, up to a maximum of twenty five percent (25%) of membership dues collected in the current fiscal year.

5.6.5 Borrowing in excess of the amount set out in Bylaw 5.6.4 must first be authorized by the Members at a general meeting.

5.6.6 Pursuant to the Act, the Board may in its sole discretion, appoint one or more senior managers of the Association.

5.6.7 The Board, from time to time, may instruct in writing a Director or committee to take action or make decisions without further consent from the Board providing such consent has already been given by the Board.

Part 6 — Board Positions

Election of Officers

6.1 The Officers of the Association shall be elected annually by the Directors at the first meeting of the Board following the annual general meeting.

6.1.1 The following are the Officer positions of the Association, and a Director, other than the president, may hold more than one position:

- a) president;
- b) vice-president;
- c) treasurer;
- d) secretary;
- e) Executive Director.

6.1.2 Only Directors from the Active Member – Corporate and Active Member – Individual Member categories are eligible to be elected as an Officer.

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

6.2.1 The president shall hold office until a successor has been duly elected.

6.2.2 The president shall preside over all general meetings of the Association and all meetings of the Board.

6.2.3 The president of the Association shall prepare and present an annual report to the Members and shall be an ex-officio Member of all Committees.

6.2.4 In the case of a tie vote at any meetings of the Association or Board the president will have a second or deciding vote to break the tie.

6.2.5 Past presidents of the Association who remain as Members shall constitute an Advisory Board and requests may be made of the Advisory Board, from time to time, by the Board.

Role of vice-president

6.3 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

6.3.1 The vice-president shall perform such other duties from time to time as may be assigned by the president or upon notice of the Board.

6.3.2 The vice-president will be elected from the Board following the election of the president.

Role of secretary

6.4 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and Directors' meetings;
- b) taking minutes of general meetings and Directors' meetings;
- c) keeping the records of the Association in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.6 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) supervising the receiving and banking funds collected from the Members or other sources;
- b) supervising the keeping of accounting records in respect of the Association's financial transactions;
- c) preparing the Association's financial statements, and year-end financial statements for review at the annual general meeting;
- d) making the Association's tax filings.

6.6.1 Within 90 days following the fiscal year end of the Association, the year-end financial statements will be available to all Members. The statements will be reviewed and signed by two Directors so appointed by the Board.

6.6.2 The treasurer will provide, at each annual general meeting, a proposed budget setting out the planned revenue and expenses of the Association for the next fiscal year, for the approval of the Members. The approval of the budget requires a simple majority vote at a general meeting of the Association.

6.6.3 The budget approved in Bylaw 6.6.2 may be amended by a simple majority vote at a general meeting.

Role of Executive Director

6.7 The Executive Director shall serve continuously unless dismissed by the Board.

6.7.1 The Executive Director shall be appointed by the Directors of the Association.

6.7.2 The Executive Director shall hold office at the direction of the Board.

6.7.3 The Executive Director shall work under the supervision of the president and shall serve as secretary to the Association.

6.7.4 The Executive Director has the following responsibilities, in addition to any other responsibility as directed by the Board:

- a) ensuring that all notices are duly given in accordance with the Act and these Bylaws or as required by law;
- b) keeping all the records and seal of the Association;
- c) keeping the register of Members;
- d) performing all duties of the secretary and such other duties as from time to time may be assigned by the president;
- e) billing and collection of dues and other revenues and shall deposit promptly all funds received with the financial institution designated by the Board.

6.7.5 The Executive Director may receive compensation as decided by the Board, which may be on a professional fee or salary basis.

6.7.6 Where under these Bylaws any act is required of the Executive Director and no person holds that office or the incumbent is unable or unwilling to act, the Directors may appoint any Director to act as the Executive Director.

Removal of Officers

6.8 An Officer who has ceased to be a Member representative of an Active Member – Corporate or Associate Member shall cease to be an Officer.

6.8.1 Any Officer may be removed by the Directors following a resolution passed by a 3/4 vote of the Directors. Such removal shall be without prejudice if the Officer is so removed.

6.8.2 Officer vacancies shall be filled by the remaining Directors.

Part 7 — Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Association to pay to a Director, other than the Executive Director, remuneration for being a Director, but the Association may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Association in another capacity.

7.1.1 Directors shall be entitled to be reimbursed, following approval by the Board, for all reasonable expenses incurred while conducting the business of the Association.

Signing authority

7.2 A contract or other record to be signed by the Association must be signed on behalf of the Association

- a) by the president, together with one other Director;
- b) if the president is unable to provide a signature, by the vice-president together with one other Director;
- c) if the president and vice-president are both unable to provide signatures, by any two other Directors; or
- d) in any case, by any individual(s) authorized in writing by the Board to sign the record on behalf of the Association.

7.2.1 Notwithstanding Bylaw 7.2, three Officers or Directors assigned by the Board shall have signing authority and will be authorized to sign cheques, drafts or orders for the payment of money, notes or other evidence of indebtedness issued to the Association.

7.2.2 The Executive Director has signing authority on behalf of the Association.

7.2.3 All cheques, drafts or orders for payment which are the responsibility of the Association shall be signed by two authorized signatories.

7.2.4 If at any time, signing authority has not been made to two Officers, any instruments requiring payment shall be signed by the Executive Director and countersigned by the president or treasurer.

Part 8 — Termination of Membership

8.1 A Member shall cease to be a Member of the Association upon delivering a written resignation to the Executive Director but under no circumstance shall there be a refund of any dues already paid in advance.

Suspension, Termination and Transfer

8.2 Membership may be deemed to be suspended if dues, charges and fees are not paid within 30 days of the due date and membership may terminate if all current dues, charges and fees of the Member are not paid within 30 days of the date of suspension.

8.2.1 The Directors shall have the power to grant an extension of the provisions of Bylaw 8.2 and to determine suspension and termination dates in their sole discretion.

8.2.2 The Directors may, upon receipt of a written complaint censure, suspend, expel any Member in accordance with Bylaw 12.7.14 for conduct, which in their sole discretion is harmful to the Association. Before any such action is taken, the Member involved shall be entitled to appear before the Complaints Review Committee in accordance with the provisions of Bylaw 12.7.13.

8.2.3 A Member ceases to be in good standing upon suspension, and a Member shall cease to hold all positions, if any, in the Association as if the Member had resigned. The suspended Member shall not be entitled to attend any meetings of the Association or participate in any Committee, and such Member shall not be entitled to exercise its vote in person or otherwise.

8.2.4 Membership in the Association is automatically terminated if the Member is not in good standing for six consecutive months.

8.2.5 Upon receipt of a written request signed by a former Member, the Directors may reinstate such Member to membership upon compliance with such terms and conditions as the Directors may, in their sole discretion, prescribe.

8.2.6 Membership in the Association may be transferred or assigned if approved by a resolution passed by a 3/4 vote of the Board.

Part 9 — Financial Transaction and Records

Gifts

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

Books and Records of Association

9.2 The books and records of the Association may be inspected by any Member during the usual business hours of the Association, provided that no Member shall be entitled to inspect any record referred to in section 24(2)(b) of the Act.

9.2.1 A Member must provide to the Association at least seven days written notice of their intention to inspect the Association records.

9.2.2 A Member under suspension or otherwise not in good standing is not entitled to inspect the books and records of the Association.

Auditor

9.3 The Directors may retain the services of a chartered professional accountant or others authorized to perform audits in the Province of British Columbia to audit the books and records of the Association and to prepare a report to the Board.

Fiscal Year

9.4 The fiscal year of the Association shall be from the first day of January to the last day of December, inclusive, of each calendar year.

Membership Dues

9.5 The annual membership dues payable by Members of the Association shall be of such amounts and payable at such times as the Board shall determine from time to time.

9.5.1 Annual membership dues shall be payable in advance unless another plan of payment is requested by a Member and approved by the Board.

9.5.2 Not more than one assessment may be made in a fiscal year unless confirmed by a resolution of Members passed by a majority of votes of those present at a general meeting.

Seal

9.6 The Directors may adopt a common seal for the Association which shall have inscribed thereon the name of the Association. The seal, when used, may be affixed in the presence of any two Officers.

Part 10 — Corporate Functions

Waiver of Notice

10.1 Whenever any notice is required to be given under the provisions of an applicable statute or under the provisions of these Bylaws, 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

10.2 Subject to the provisions of the Act, the Constitution and Bylaws of the Association may be amended, altered or added to, as the case may be, by a Special Resolution.

10.2.1 Notice in writing of a proposed Special Resolution together with the full text of the resolution shall be given to each Member entitled to vote at least 14 days in advance of the meeting at which it is to be considered and voted on.

Dissolution

10.3 The Association shall use its funds only to accomplish the objects set forth in the Constitution and in conformity with these Bylaws.

10.3.1 No funds or property of the Association shall be distributed among its Members on dissolution.

10.3.2 On dissolution any funds or property remaining after all liabilities have been paid shall be distributed to one or more charitable organizations selected by the Board.

Code of Conduct

10.4 Forthwith upon taking office, the Directors shall adopt a Code of Conduct consistent with the objects of the Association.

10.4.1 Each calendar year, all Members or their representatives appointed pursuant to these Bylaws shall sign their names to the Code of Conduct to acknowledge subscription thereto and as a promise of adherence thereto.

10.4.2 The Executive Director shall be responsible for custody of the Code of Conduct.

Part 11 — CPRPM®

11.1 The Association may grant the Certified Professional Residential Property Manager (CPRPM®) accreditation designation to a Member based on the following criteria:

- a) the Member must meet the educational standards as determined by the Board;
- b) the Member must have sufficient competence and experience as a property manager as determined by the Board;
- c) for the purpose of Bylaw 11.1 (b) sufficient competence includes a curriculum vitae approved by the Board and a minimum requirement of three years experience as a Residential Property Manager;
- d) the Member must pay the annual fee as determined by the Board from time to time in order to use the CPRPM® designation;
- e) the CPRPM® designation and membership in the Association may be revoked at the discretion of the Board if a Member:
 - i. uses the CPRPM® designation without having met the conditions required by the Association; or
 - ii. conducts him or herself in a manner unbecoming of a Residential Property Manager, or in a manner inconsistent with the Constitution, Code of Conduct or Bylaws of the Association.

Part 12 — Committees

12.1 The Board may appoint and designate a committee of Members in its discretion to advise the Board 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.

12.1.1 The Directors may delegate any of their powers to a committee consisting of such Member or Members of their Association in their own discretion. Any committee so formed shall, in the exercise of the powers so delegated, conform to any limitations that may be imposed by the Directors.

12.1.2 A committee may elect a chair to preside at a committee meeting.

12.1.3 If no chair is elected at a committee meeting, or if at any meeting the chair is not present, the Members present may choose a committee member present to chair the meeting.

12.1.4 A committee may meet and adjourn as its members choose in their discretion. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in a case of equality of votes, the chair of the committee shall have a second or deciding vote.

Membership Committee

12.2 Each calendar year, the Board shall appoint a Membership Committee, which shall consist of the following:

- a) not less than two Active Member – Corporate or Active-Member - Individual;
- b) one Associate Member; and
- c) the Immediate Past President shall be an ex-officio member of the Membership Committee.

12.2.1 The Membership Committee shall review each application for membership in the Association and shall then advise the Board as to the Membership Committee's recommendation in respect of each membership application.

Board Nominating Committee

12.3 The Board Nominating Committee shall notify the Executive Director of persons nominated by the Committee to stand for election as Directors at each annual general meeting of the Association or to fill a vacant position.

12.3.1 At least 30 days prior to each annual general meeting, the Executive Director shall notify each Member of their respective right, if any, to nominate a qualified Member to serve as a Director of the Association.

12.3.2 The nominations referred to in Bylaw 12.3.1 shall be in addition to the nominations made by the Nominating Committee. Nominations may also be made by the Members at an annual general meeting.

12.3.3 The nominating Committee shall make recommendations to the Directors for the office of president, however such recommendations shall not be binding upon the Directors.

Associate Members Committee

12.4 The Board shall constitute an Associate Members Committee, which shall consist of the following:

- a) a maximum of 14 elected Associate Members representatives in good standing with a minimum of three years continuous membership with the Association;
- b) any Associate Member representatives elected to the Board and their Board alternate pursuant to Bylaw 12.5.2; and
- c) the immediate past chair of the Associate Members Committee.

Election of Associate Members Committee

12.5 Members of the Associate Members Committee will be elected by the Associate Members at the annual meeting of Associate Members.

12.5.1 Each position on the Associate Members Committee will be for a two-year term, commencing at the date of the meeting at which such representative was elected.

12.5.2 Upon being elected, each Associate Member representative will designate an alternate representative for the Associate Member they represent.

12.5.3 The following provision shall apply to elections of Associate Members Committee members:

- a) the Associate Members Committee member shall retire from office at the end of the meeting in the year in which their term expires, and their successors shall be elected; and
- b) separate elections shall be held for each position to be filled.

12.5.4 Only one representative of an Associate Member may hold a position on the Associate Members Committee at any time.

12.5.5 If an Associate Member representative, elected to the Associate Members Committee ceases to be an employee, director, officer, shareholder, principal or agent of the Associate Member they represent, then such representative will be removed from the Associate Members Committee and the named alternate representative will serve the balance of the elected term. If there is no named alternate representative or of the alternate representative is unwilling or unable, the position will remain vacant until the next Associate Members meeting.

12.5.6 In the event an Associate Member does not wish to remain on the Associate Members Committee, the position will remain vacant until the next Associate Members meeting.

Meetings of Associate Members Committee

12.6 The chair of the Associate Members Committee shall be the member of the Associate Members Committee elected to the Board or their alternate representative. In the event that there is no Associate member elected to the Board and no alternate representative, the Associate Members Committee shall elect the chair for the meeting.

12.6.1 Associate Members Committee members are expected to attend a minimum of five meetings per year including the annual meeting of all Associate Members and to serve on a minimum of one special event sub-committee. In the event a member of the Associate Members Committee is unable to attend a meeting, the named alternate representative may attend in their place.

Complaints Review Committee

12.7 Any individual may deliver a written complaint about another Member, Association policies, or other concern relating to the Association to the Executive Director.

12.7.1 After reviewing the complaint, the Executive Director must either:

- a) take no further action if the Executive Director is satisfied that the complaint is not valid, its validity cannot be proven, or is not serious enough to warrant further action; or
- b) refer the written complaint to the Complaints Review Committee.

12.7.2 Pursuant to Bylaw 12.7.1(b), the Board must form a Complaints Review Committee to investigate a written complaint and make a recommendation to the Board.

12.7.3 The Complaints Review Committee must be made up of a minimum of one Active and one Associate Member submitted by the Executive Director and approved by the Board.

12.7.4 The Complaints Review Committee must consider and investigate every complaint received under Bylaw 12.7.1(b).

12.7.5 As part of its investigation, the Complaints Review Committee may request written or oral submissions and evidence from the Members involved in the complaint.

12.7.6 Each Member against whom a complaint is made, shall be entitled to appear before the Complaints Review Committee to answer the complaint, and shall be entitled to a copy of the complaint within 21 days prior to such hearing.

12.7.7 The Complaints Review Committee members may regulate the procedure at each hearing in their discretion, as long as each party to a complaint is provided an equal opportunity to provide submissions and be heard.

12.7.8 The Complaints Review Committee may at any time, attempt to resolve a complaint through mediation or other informal means.

12.7.9 If, after a hearing, the Complaints Review Committee determines that a Member has breached the Constitution, Bylaws, or the Code of Conduct, it must make a recommendation in writing to the Board regarding its investigation and what disciplinary penalty, if any, it determines is appropriate in the circumstances.

12.7.10 If the Complaints Review Committee finds a Member has breached the Constitution, the Bylaws, or the Code of Conduct, it must report to the Board its findings and may recommend that the Board impose one or more of the following discipline penalties:

- a) censure the Member;
- b) suspend the Member's membership in the Association for the period of time the committee considers appropriate or until specified conditions are fulfilled;
- c) impose restrictions or conditions on the Member's membership;
- d) require the Member to cease or to carry out any specified activity related to the Member's membership in the Association; or
- e) permanently expel the Member.

12.7.11 The Board must consider the recommendation provided pursuant to Bylaw 12.7.9 but is not bound by the recommendation, in making a decision regarding each complaint.

12.7.12 Having reached a decision subject to the report from the Complaints Review Committee the Board shall direct the Executive Director to:

- a) send to the Member written notice of the proposed discipline or expulsion, including reasons; and
- b) give the Member an opportunity to make representations to the Board respecting the proposed discipline or expulsion.

12.7.13 When a decision has been made by the Board with respect to a complaint, the Executive Director:

- a) must notify the complainant, and any other Member involved in the complaint, in writing of the Board's final disposition of the complaint; and
- b) may make the Board's decision relating to each complaint available for review by all Members.

12.7.14 If, after being given an opportunity to make representations pursuant to Bylaw 12.7.12, a Member fails to comply with the Board's final disciplinary decision, the Board may terminate the Member's membership, without the need for giving the Member further notice or the opportunity to be heard.

CODE OF CONDUCT

The provisions in this Code of Conduct should guide the conduct of Members not only when dealing with the Association but also in other activities.

1. Every Member shall uphold the Constitution, Code of Conduct and Bylaws of the Association.
2. The Code of Conduct forms part of the Bylaws and is enforceable as a Bylaw.

Ethics

3. Members and their representatives shall adhere to the ethical standards of their profession and governing body, industry, or trade, as applicable.
4. Members shall be in good standing within their respective governing professional body, industry or trade, and carry all necessary insurance.
5. Members shall not do anything that brings into disrepute the Association, a Member or the property management industry in general.

Property Management Industry

6. Members shall provide a high standard of advice, service and/or products to the property management industry.
7. Members shall conduct themselves in such a way as to maintain the integrity of and public confidence in the Association, as well as the property management industry as a whole.
8. Members shall consider the effect of any action on behalf of clients, on the property management industry as a whole.
9. Members shall maintain a high standard of knowledge of issues and developments pertaining to the property management industry and inform themselves of the federal, provincial and municipal laws, rules and regulations pertaining to the types of property under their management, or under the management of their clients.
10. Members shall comply with the laws of British Columbia and Canada.

Duties to Clients

11. Members shall not engage in false or misleading advertising, particularly advertising which:
 - (a) creates an unjustified expectation of favourable results;

(b) implies the ability to influence the application of various rules and regulations by official bodies; or

(c) makes comparisons with other Members

12. Members shall negotiate all contracts in good faith and shall disclose any potential or actual conflict of interest.
13. Members shall provide their clients with a contract specifying the duties and obligations undertaken by the Member on behalf of the client and the fees to be charged for the performance of such duties and obligations.

Duties to Other Members

14. Members shall seek and maintain a fair, honourable and cooperative association with fellow Members.
15. A Member shall not seek information about a Member's business contract or transaction, for the purpose of obtaining a contract or for the purpose of interfering with another Member's contractual agreements.
16. Members shall not criticize another Member to the general public or other Members.

Confidentiality

17. Members shall preserve the confidentiality of their clients' affairs and shall not disclose information concerning the affairs of their clients or employer (as applicable) without their consent, unless required to do so by law.

Associate Members

18. In addition to complying with the Code of Conduct, Associate Members shall conform to the specific guidelines for Associate Members as established by the Associate Members Committee from time to time.
19. Associate Members shall not attend Association functions for which they have not signed up and paid the applicable participation fees.

20. Associate Members shall not have the right to attend or approach participants at any event for which other members have paid for exclusive sponsorship.

Complaints

21. Any Member may deliver a written complaint about another Member, Association policies or management, or other concern relating to the Association to the Executive Director.
22. Members must cooperate with the Complaints Review Committee in investigating a complaint.
23. Any disciplinary action approved by the Board of Directors subsequent to a review by the Complaints Review Committee is binding on the Member in accordance with the Bylaws.