



Greater Moncton
Home Builders' Association
Association des constructeurs
d'habitations du Grand Moncton

CONSTITUTION & BYLAWS

2023



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CONSTITUTION

NAME

The name of this organization shall be the Greater Moncton Home Builders' Association Inc.

HEAD OFFICE

The head office of the Association shall be located in the City of Moncton, County of the Westmorland, Province of New Brunswick, Canada.

OBJECTS

- a) To establish formally the Greater Moncton Home Builders' Association Inc. for the purposes of mutual advantage and cooperation.
- b) To improve the choice, quality, affordability, and character of homes for the Greater Moncton and district.
- c) To develop and establish standards of practice for those engaged in the residential construction industry.
- d) To exchange experience and information among those engaged in the residential construction industry.
- e) To represent its members in matters of National, Provincial and Local policy and legislation affecting the residential construction industry.

NATIONAL AFFILIATION

This Association shall maintain membership with the Canadian Home Builders' Association as a local component (Section 13 of National Bylaws) and the bylaws governing the National Association shall apply to it. However, should there be a conflict between the bylaws of the Greater Moncton Home Builders' Association Inc. and the Canadian Home Builders' Association then the bylaws of the Greater Moncton Home Builders' Association Inc. shall prevail.

NOT FOR PROFIT ASSOCIATION

The Association shall operate as a not-for-profit corporation.

BYLAWS

ARTICLE 1 – MEMBERSHIP

Section 1

Each member must adhere to the objects and standards of practice of the Association as a condition of membership.

Section 2

Categories of Membership - Membership in the Association shall be limited to persons, partnerships, associations, or corporations etc., interested directly or indirectly in the residential construction industry, provided however, that in the case of associate and professional membership, the Board of Directors may, by majority vote, admit an individual, association, firm or corporation whose functions are not directly or indirectly related to the residential construction industry, but in the opinion of the Board of Directors, would be an asset to the Association. Without limiting the generality of the foregoing, membership in the Association shall be consistent with one of the following categories:

a) **Builder Membership** - shall be open to any persons, partnerships, associations, or corporations etc. who demonstrates to the satisfaction of the membership committee and the Board of Directors that they are engaged full time in the construction and sale and/or the construction and rental of residential dwellings, and/or the renovation or remodeling of such residential dwellings or is a residential land developer. Each builder member shall be entitled to one vote only, whether persons, partnerships, associations, or corporation.

b) **Supply & Service Membership** - shall be open to any persons, partnerships, associations, or corporation who demonstrates to the satisfaction of the membership committee and the Board of Directors that he is a respected producer, processor or distributor of building materials or that he is engaged in some form of service to the residential construction industry. Each supply and service member shall be entitled to one vote only, whether persons, partnerships, associations, or corporation.

c) **Trade-Contractor Membership** - shall be open to any persons, partnerships, associations, or corporation who demonstrates to the satisfaction of the membership committee and the Board of Directors that he is a respected trade-contractor in the residential construction industry. Each trade-contractor member shall be entitled to one vote only, whether persons, partnerships, associations, or corporation.

d) **Associate & Professional** – shall be open to any persons, partnerships, associations, or corporation who demonstrates to the satisfaction of the membership committee and the Board of Directors that he is engaged directly or indirectly in providing a form of service to the residential construction industry. Each Associate and Professional member shall be entitled to one vote only, whether persons, partnerships, associations, or corporation.

e) **Honorary Membership** - may be conferred on any persons, partnerships, associations, or corporation by the Board of Directors in recognition of exceptional and meritorious service to the construction industry. The Board of Directors has the discretion to grant and once granted then remove voting privileges from any honorary member.

f) **Social Membership** - shall be open upon approval of the membership committee and the Board of Directors to former members of the Association who have made a longtime contribution to the Association and ceased active business operations related to the construction industry. **A social member shall not be entitled to a vote.**

Section 3

Applicants for membership shall:

a) File an application for membership with the Executive Officer or designated parties. The application shall be accompanied by the amount of the annual membership fee.

b) Agree to abide by the bylaws and Code of Ethics as adopted by the Association and acknowledge that same is a condition of membership.

c) Agree to hold the Association, its officers and members harmless with respect to any actions of discipline which may be imposed upon him/her as a member.

d) The Executive Officer shall review the application and investigate the applicant to ensure compliance with the Association membership criteria and submit their findings to the Board of Directors for their consideration. Electronic voting on Membership applications may be accepted unconditionally or rejected by a resolution approved by fifty percent plus one of the Board of Directors present at the meeting.

Section 4

The Board of Directors or its designated committee has the complete discretion to accept, reject, or refuse to accept an application for membership.

Section 5 (NEW)

Applications for membership that are accepted for consideration shall be reviewed by the review process established from time to time by the Board of Directors and the approval or rejection of same shall be by majority vote of the Board of Directors.

ARTICLE II - STANDARDS OF PRACTICE

Section 1 Code of Ethics

Members shall comply with the National Building Code of Canada and/or provincial codes as a minimum standard for construction and shall work towards 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.

Members shall deal justly with their employees, sub-contractor suppliers, the service industry, and with all firms with whom they have business dealings.

Members shall deal fairly and honestly with their customers.

Members shall cooperate to increase the effectiveness of the Association by exchanging information and experiences, and encouraging research on materials and techniques in order to provide better homes at a lower cost.

Members shall uphold the principle of appropriate and adequate compensation for their services which they render.

Members shall avoid all conduct or practice likely to discredit or detrimental to the residential construction industry and/or this Association.

Section 2 Disciplinary Action

Disciplinary action may be taken against any member against whom a complaint has been made in writing. Any such disciplinary action must be taken in accordance with the Code for Disciplinary Action contained in these bylaws as Article X.

ARTICLE III - CERTIFICATE AND NOMENCLATURE

Section 1 If a member fails to maintain membership and is expelled, all certificates and other sources of identification issued by the Association to the member shall be returned.

Section 2 Members shall be encouraged by the Association to use the official plaques or other appropriate logos as distributed by the Canadian Home Builders' Association Inc.

Section 3 Emblem - The Board of Directors shall adopt an official emblem for the use by the Greater Moncton Home Builders' Association Inc. The Board shall have the authority to permit or restrict the use of such emblem from time to time, as it deems proper.

Section 4 Seal - The seal of the Association shall remain in the custody of the Executive Officer.

Section 5 Signatures of Officers - The seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors of the Association and in the presence of such officers as may be prescribed by the resolution, or, if no officers are prescribed by the resolution, then in the presence of the President and one Director, and such officers shall sign every instrument to which the seal is so fixed in their presence.

Section 6 Trademarks - The Board of Directors may adopt and register Trade Marks for use by the Association. The Board of Directors shall have the authority to permit the use of these Trade Marks subject to such conditions of use as the Board in its discretion deems proper.

ARTICLE IV- DUES

Section 1 The annual dues for all categories of membership shall be established by the Board of Directors and are due thirty days from the date of the invoice. Fees shall include the current membership fee of the Canadian Home Builders' Association and the New Brunswick Provincial Council as determined by the CHBA and New Brunswick Provincial Boards of Directors.

Sections 2

a) It is the responsibility of the Association to collect the dues of the Canadian Home Builders' Association, in accordance with the latter's bylaws, and remit those dues received to the Canadian Home Builders' Association in accordance with the schedule of fees approved by the CHBA National Board of Directors.

b) Dues shall be payable in advance and in full as of November 1st of each year.

c) Dues for new members joining throughout the year shall be paid in accordance with the CHBA fee schedule for that year.

ARTICLE V - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1 The Board of Directors shall consist of the following officers: President, Immediate Past President, Vice President, Treasurer and Secretary. In addition, the Board shall include four to six directors. The property and business of the Association shall be managed by the Executive Officer and the board oversees proper compliance, and no part of the property of the Association may be distributed, directly or indirectly, except in furtherance of the activities of the Association.

Section 2 The President shall, when present, preside at all meetings of the shareholders and the Board of Directors and shall be charged with the general governance of the business and affairs of the Association. He/she shall be ex-officio of all standing and special committees. The Vice President shall perform the duties of the President whenever the President is unable to perform such duties.

Section 3

a) The President and the Vice President shall be elected from the builder membership, except as in Section 3(b). The Secretary (provided the Secretary is not employed by the Association) and the Treasurer may be elected from any of the membership categories. Two director(s) shall be elected from the builder membership; two directors) shall be elected from the non-builder membership. The officers and directors shall be elected for a one-year term and shall be eligible for reelection.

b) After three continuous years as a member in good standing, a non-builder member may be elected to the office of President or Vice President.

c) Not to be a current employee, ex-employee, or independent contractor of GMHBA or a family member of the same.

Section 4 The Treasurer shall be the official custodian of all monies of the Association. He/she shall carefully account for all transactions and shall make a full report of same at the annual meeting or at any time required by the Board of Directors.

Section 5 The Secretary shall keep an accurate record of the Minutes of the meetings of the Association and shall conduct all other duties as deemed necessary by the Board of Directors consistent with the duties normally assigned to the Secretary of similar Associations.

Section 6 The members of the Board or Executive shall not receive any remuneration for their services, provided however that the Directors and elected Officers may be reimbursed from time to time for their out of pocket disbursements incurred on behalf of the Association in accordance with Association policy.

Section 7 Vacancies arising from the resignation or retirement of an Officer or Director may be filled by appointment of the Board of Directors by any member in good standing with the Association.

Section 8 The Board of Directors shall assume all of the authority of the membership between meetings of the general membership with the exception of the authority to amend the Constitution, and the bylaws and shall conduct the affairs of the Association in accordance with the Association's Constitution, bylaws and policies.

Section 9 Indemnification of Directors and Officers - Every Director, Officer or employee of the Association or any other person who has undertaken or is about to undertake any duties or perform any act or deed for or on behalf of the Association or any company or association or other person or entity associated with or controlled by it, and their heirs, executors, assigns and administrators, and their estates and effects respectively, (the "Indemnified") shall from time to time be indemnified and saved harmless out of the funds of the Association from and against:

a) subject to (b) below, all costs, charges and expenses whatsoever which such Indemnified sustains or incurs in or about any action, suit or proceeding which is brought, or which is threatened to be brought, commenced or prosecuted against such Indemnified in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified on behalf of the Association or any company or association or other person or entity associated with or controlled by the Association and

b) all other costs, charges and expenses which the Indemnified incurs or sustains in or about or in relation to the matters giving rise to the claim for indemnity, except such costs, charges or expenses as are occasioned by the willful misconduct, neglect or default of the Indemnified.

Section 10 Suspension of Directors & Officers - The Board of Directors may suspend any director for just cause and said suspension shall be brought to the next meeting of the membership for ratification. At that time the membership may by ordinary resolution: remove any director from office before the expiration of the director's term and may elect a qualified member to fill the resulting vacancy for the remainder of the said term; or terminate the suspension.

Section 11 Meeting Attendance - If any member of the Board of Directors misses 3 consecutive meetings of the Board then the term of the board member shall automatically terminate. However, the Board of Directors, by motion before or at the third missed meeting, may excuse the board member's absence, with or without terms, and confirm the continuation of the board member's term of office.

ARTICLE VI - EXECUTIVE OFFICER

1. General - The Executive Officer shall have the following duties and responsibilities:

- a) open an account in a chartered bank, trust company or Credit Union in the name of the Association in which all the funds of the Association shall be deposited;
 - b) account for all transactions of the Association office, including all monies received and disbursed, and make a full report of the same at the Annual General Meeting or at any time required by the Board of Directors;
 - c) prepare monthly financial statements for review by the Treasurer and the Board of Directors and issue any billing for monies owing to the Association;
 - d) attend all meetings of the Executive Committee, the Board of Directors, and the Standing and Special Committees, record all facts and minutes thereof and file the same in the Minute Book;
 - e) give all notices required for all meetings to the members and directors;
 - f) generally promote the aims of the Association;
 - g) hire and supervise any personnel required for the efficient operation of the Association office;
 - h) Issue a newsletter at the frequency directed by the Board of Directors detailing the activities of the Association.
 - i) perform all functions of an administrative nature as determined by the Board of Directors;
 - j) be the custodian of the Seal of the Association, all books, papers, records, accounting documents and correspondence;
 - k) only release documents belonging to the Association when authorized to do so by the Board of Directors and to such person or persons named in the resolution.
 - l) be available to the public at the office of the Association within such Association affairs, and serve in an advisory capacity to the Board of Directors.
 - m) maintain sufficient knowledge of various developments under construction in the Greater Moncton area to be in a position to inform the public on demand; and
 - n) carry out or supervise all other duties demanded of his/her office by the Board of Directors.
2. Termination – The position of the Executive Officer may be terminated only by a majority vote of the Board of Directors.

ARTICLE VII- NOMINATIONS AND ELECTIONS

Section 1 A Nomination Committee comprising the Immediate Past President as Chairperson and two other members, shall be appointed by the Executive Committee each year and report to the General Membership at least 30 days in advance of the election meeting. Nominations for Officers and Directors should be made in writing to the Nominations Committee chair with a letter of willingness to stand from the nominee. Nominations shall be accepted from the floor at a meeting at which the election of Officers and Directors is taking place, provided that the nominee consents to the nomination.

Section 2 Additional nominations may be made when the candidate's name is presented to the executive at least 14 days in advance of elections.

Section 3 Elections shall be held by secret ballot. Where there is more than one nominee receiving the most votes cast shall be declared elected.

Section 4 New – A Member may vote by proxy.

1. A Member in good standing entitled to vote at a general meeting may, by means of a proxy, appoint a person as his nominee to attend in person or virtually, speak, act and vote for him and on his behalf at the meeting in the manner, to the extent, and with the power conferred by the proxy.
2. A proxy shall be in writing, dated as of the date on which it is executed, and shall be executed by the Member or his attorney authorized in writing, or if the Member is a corporation, under its common seal or by hand of its chairman, managing Director or other officer or attorney duly authorized.
3. Any adult or any person of majority may act as a proxy for one or more Members whether he is entitled on his own behalf to be present and to vote at the meeting at which he acts as a proxy.

4. An instrument appointing a proxy is valid only for one meeting and any adjournment unless earlier revoked by the Member.
5. An instrument appointing a proxy shall be in the form following, or in any other form that the Directors shall approve:

GREATER MONCTON HOME BUILDERS' ASSOCIATION

The undersigned hereby appoints _____, of _____ (or failing him, _____, of _____) as proxy for the undersigned to attend and vote for and on behalf of the undersigned at the general meeting (or extraordinary general meeting) of the Association to be held on (month, day) _____, 20____, and at any adjournment of that meeting. Signed this _____ day of _____, 20____. _____ (Signature of Member)

Section 5 - New – Conflicts of Interest where a Director, either on his/her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he/she:

Shall disclose his/her interest fully at a meeting of the Directors prior to any consideration of the matter in the meeting; Shall not take part in the discussion of or vote on any question in respect of the matter and leave the room for the duration of the discussion; Shall not in any way, whether before, after or during the meeting, influence the voting on any such question. The pecuniary or personal interest, direct or indirect, of an immediate family Member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director;

ARTICLE VIII - TERMINATION OF MEMBERSHIP

Section 1 Any member may resign at any time from the Association by submitting a written notice to this effect to the Secretary/Executive Officer, accompanied by payment of all outstanding dues and assessments under the responsibility of the member.

Section 2 Termination - Members shall be expelled or their membership suspended following a two-thirds vote of the Board of Directors for any of the following reasons:

- a) Nonpayment of dues. Members shall be suspended from the Association for nonpayment of dues when such dues have remained unpaid for a period of 120 days.
- b) Unethical conduct toward other branches of the industry or fellow members;
- c) For consistent failure to abide by the rules and regulations of the Association.
- d) Failure to abide by the Code of Ethics of the Association;
- e) Failure to abide by the standards of Practice set out later in these bylaws.
- f) For any other reason if the Board of Directors considers that membership not to be in the best interest of the Association.

ARTICLE IX-COMMITTEES

Section 1 General – There shall be three classifications of committees within the framework of the Greater Moncton Home Builders' Association Inc. as follows:

- a) The Executive Committee (defined in Section 2 hereof);
- b) Standing Committees (defined in Section 3 hereof); and
- c) Special Committees (defined in Section 4 hereof)

Section Executive Committee - The Executive Committee shall consist of the President, the Immediate Past President, the Vice President, and the Treasurer. This committee has the general power to carry out governance and administrative duties of the Association which would normally be within the power of the

Board of Directors where the duties are of an urgent nature. This Committee is further charged with the function of implementing decisions made by the Board of Directors as a whole. Where decisions of an urgent nature are taken by the Executive Committee, minutes of such meetings are to be distributed to all Board members and the said decisions offered for ratification at the earliest ensuing Directors' meeting.

Section 3 Standing Committee - The following standing committees shall be appointed each year:

- a) Membership;
- b) Human Resources
- c) Financial
- d) Municipal Affairs;
- e) Builders / Renovations Council;
- f) Education and Training
- g) Home Show – The Executive Director or the Home Show designated committee has the complete discretion to accept, reject, or refuse to accept any application from a proposed exhibitor or any other application for involvement in any way with the Home Show, with the right of appeal by the applicant to the Board of Directors whose decision is final.
- h) Any other committee deemed to be in the best interest of the Association by the Board of Directors.

Section 4 "Special" Committees - In addition to the Standing Committees heretofore outlined, the Board of Directors may appoint from time to time any other committee, council, board, institute, or similar body (hereinafter called "committee") from among its members for such purposes as may appear necessary and expedient in the general interests of the Association.

Section 5 A Past President's Committee may be formed by the Board of Directors and shall have the power to perform special functions, requiring experience in Association affairs, and serve in an advisory capacity to the Board of Directors.

Section 6 Meetings - Meetings of each committee shall be at the call of the Chairman or other presiding officer or at the call of the President, the Board of Directors, or at least twenty-five percent (25%) of the members of the committee.

Section 7 Quorum - A quorum of any committee meeting referred to in this Article shall be present when the Chairman or other official presiding officer is present together with at least one-half of the members of the committee.

Section 8 Membership - Except where specified in the Terms of Reference of a committee, all members of such committee shall be appointed by the Board of Directors or the Executive Committee.

Section 9 Terms of Reference - The Terms of Reference relating to any committee shall be established and amended as necessary by the Board of Directors or the Executive Committee, and any such provisions shall have the effect of superseding the provisions of these bylaws where there is conflict. Where there is no conflict, such committee shall be governed by the provisions of these bylaws.

Section 10 Reports - All committees shall report each month to the Board of Directors.

Section 11 Majority Vote - A simple majority vote shall rule. Each member of a committee present at a meeting shall be entitled to cast one vote (except for any such committee where the Executive Officer is a member, in which case the Executive Officer shall not have a vote), but the presiding officer may vote only in the event of a tie.

ARTICLE X - CODE FOR DISCIPLINARY ACTION

Section 1 Definitions - "Disciplinary Action" may consist of any one or more of the following actions:

a) "Disciplinary Action" means:

- i. revocation of the membership of a member, with or without a right to reapply for membership from and after a specified date;
- ii. refusal to renew the membership of a member, with or without a right to reapply for membership from and after a specified date;
- iii. suspension of the membership of a member, upon such terms and for such period as either the Ethics Committee or the Board of Directors in their absolute discretion
- iv. placing the member on probation, upon such terms and for such period as either the Ethics Committee or the Board of Directors in their absolute discretion may determine;
- v. issuing a reprimand or warning to the member concerned;
- vi. sending a copy of the decision of the Ethics Committee and any reasons therefore to the Provincial New Home Warranty Program or any other appropriate body; and
- vii. imposing a monetary penalty in the amount of any costs incurred by the Association as a consequence of the improper conduct of the member concerned, including the cost of any investigation conducted by the Complaints Committee and all costs associated with any meeting of the Ethics Committee or the Board of Directors in respect of the improper conduct.

b) "improper conduct" may consist of any one or more of the following:

- i. the failure by a member to abide by the bylaws, rules, regulations or Code of Ethics of the Association;
- ii. professional negligence or incompetence; or
- iii. any other conduct by a member which in the opinion of the Board of Directors does not become a member of the Association or is injurious to the character and interests of the Association;

c) "probation" means:

- i. that the member concerned continues to enjoy the rights and privileges of membership in the Association, subject to any terms imposed by either the Ethics Committee or the Board of Directors;

Section 2 General - A member of the Association may be subject to disciplinary action as a consequence of improper conduct by that member, in the manner set out in this Article.

Section 3 Establishment of Complaints Committee and Ethics Committee – The Board of Directors shall establish, and, on an annual basis, appoint members of the Association to a Complaints Committee and an Ethics Committee.

Section 4 Complaints Committee - The Complaints Committee shall be composed of three (3) members, with one member to be designated by the Board of Directors as Chairman. A majority of the Complaints Committee shall constitute a quorum. Where vacancies occur on the Complaints Committee, the Board of Directors shall appoint such further members as are necessary.

Section 5 Powers of Complaints Committee - The Complaints Committee has the power:

- a) to consider and/or investigate complaints from members of the Association or from the general public concerning alleged improper conduct of members;
- b) of its own motion, or at the request of the Board of Directors, to consider and/or investigate any allegation of improper conduct;
- c) to refer matters to the Ethics Committee, in accordance with this Article;
- d) to provide notice to the member concerned, in accordance with this Article; and
- e) to do such further and other acts as are required by this Article or as are necessary or incidental to the powers set out in subsections (a), (b), (c) and (d) hereof.

Section 6 Ethics Committee - The Ethics Committee shall be composed of at least five (5) members, with at least one member from each of the membership categories listed in the bylaws of the Association. Where vacancies occur on the Ethics Committee, the Board of Directors shall appoint such further members as are necessary. No current member of the Complaints Committee shall also be a member of the Ethics Committee. Three members of the Ethics Committee shall constitute a quorum.

Section 7 Powers of the Ethics Committee - The Ethics Committee has the power:

- a) to conduct meetings in accordance with this Article;
- b) to make a decision as to whether a member has engaged in improper conduct, and to impose disciplinary action; and
- c) to do such further and other acts as are required by this Article or as are necessary or incidental to the powers set out in subsections (a) and (b) hereof.

Section 8 Investigation of Complaints - The Complaints Committee may consider and/or investigate complaints made by members of the general public or members of the Association regarding the conduct of any member of the Association. The Complaints Committee, of its own motion or at the request of the Board of Directors, may consider and/or investigate any allegation of improper conduct.

Section 9 Complaints in Writing - Where a complaint is made by member of the Association or by a member of the general public, the Complaints Committee shall act only upon receipt of the complaint in writing and signed by the complainant, setting out the nature of the alleged improper conduct and particulars in support of the complaint (hereinafter referred to as the "Complaint").

Section 10 Complaints Committee to Deal with Complaint - The Complaints Committee thereafter in its absolute discretion may refer the complaint to the Ethics Committee for the purpose of a meeting to be held in the manner set out below, or may dismiss the Complaint.

Section 11 Complaint Referred to Ethics Committee - Where the Complaints Committee has conducted an investigation on its own motion, or at the request of the Board of Directors, it may in its absolute discretion refer the matter to the Ethics Committee.

Section 12 Complaint Against Member of Complaints Committee - Where the member concerned is a member of the Complaints Committee, or is associated with or employed by a member of the Complaints Committee, such member of the Complaints Committee shall not be entitled to consider and/or investigate the Complaint or determine whether the matter should be referred to the Ethics Committee. If, as result of such disentitlement, a quorum of the Complaints Committee is not possible, the Board of Directors shall appoint such special members of the Complaints Committee as are necessary to constitute a quorum. Any special members of the Complaints Committee shall cease being members of said committee as soon as the matter has been determined.

Section 13 Notice of Complaint - Where a Complaint is referred to the Ethics Committee, the Complaints Committee shall send particulars of the Complaint to the member concerned by prepaid first class mail, together with a notice requiring the member to attend a meeting of the Ethics Committee to be held at least twenty (20) days after the notice has been sent posted by prepaid first class mail.

Section 14 Notice of Improper Conduct - The Complaints Committee may consider and/or investigate any matter on its own motion, or at the request of the Board of Directors, and if warranted, shall refer the matter to the Ethics Committee by giving notice thereof in writing by prepaid first class mail to the member concerned, providing particulars of the alleged improper conduct and requiring the member to attend a meeting of the Ethics Committee to be held at least twenty (20) days after the notice has been posted by prepaid first class mail.

Section 15 Meeting of the Ethics Committee - A meeting of the Ethics Committee in respect of a Complaint or matter referred by the Complaints Committee shall be conducted in the following manner:

- a) the Chairman of the Complaints Committee shall present the nature of the Complaint or matter referred by the Complaints Committee and, without revealing the name of the complainant, any information received as a result of the investigation;
- b) the member, either orally or in writing, shall be afforded an opportunity to make full response to the particulars of the Complaint or matter referred by the Complaints Committee, but shall not receive a copy of the Complaint itself or the name of the complainant.
- c) the members of the Ethics Committee may ask questions of the member in respect of the particulars of the Complaint or the matter referred by the Complaints Committee;

- d) no matter other than the specific Complaint or matter referred by the Complaints Committee of which particulars have been given to the member shall be addressed or considered at the meeting; and
- e) the member shall not be entitled to appear with counsel.

Section 16 Powers of the Ethics Committee at Meeting - At any meeting of the Ethics Committee in respect of a Complaint or matter referred by the Complaints Committee, the Ethics Committee has the power, subject to the requirements of this Article, to proceed in such manner as in its absolute discretion it sees fit, and is not bound by the rules of evidence or other legal rules. Without limiting the generality of the foregoing, the Ethics Committee has the power:

- a) to summon before it any member and to require the production by any member of such documents and records as the committee may request;
- b) to adjourn the hearing from time to time; and
- c) to receive evidence other than under oath.

Section 17 Failure of Member to Attend - Where the member concerned fails to attend a meeting of the Ethics Committee after having been sent the required notice, the Ethics Committee may proceed to consider and determine the Complaint or matter referred by the Complaints Committee in the absence of the member.

Section 18 Complaint Against Member of Ethics Committee - Where the member concerned is a member of the Ethics Committee, or is associated with or employed by a member of the Ethics Committee, such member of the Ethics Committee shall not be entitled to consider or determine the matter. In such event, the Board of Directors shall appoint such special member or member of the Ethics Committee as are necessary to constitute a quorum for the meeting. Any special members of the Ethics Committee shall cease being members of said committee as soon as the matter has been determined.

Section 19 Ethics Committee to make Determination - The Ethics Committee shall consider all the information supplied and submissions made at the aforesaid meeting and determine whether in its opinion the member has engaged in improper conduct and impose such disciplinary action as the Ethics Committee deems advisable.

Section 20 Deferment of Disciplinary Action - The Ethics Committee has the power to defer any disciplinary action against a member, pending compliance by that member with any conditions the Ethics Committee in its absolute discretion may impose. Without in any way restricting the generality of the foregoing, the Ethics Committee has the power to require the member to attend and complete a course of study or training or instructional program, or to comply with a specific section of the bylaws, rules, regulations or Code of Ethics of the Association.

Section 21 Decision of the Ethics Committee - The Ethics Committee shall render a decision in writing setting out:

- a) whether it has found improper conduct, and if so, the nature of the improper conduct so found;
- b) disciplinary action, if any, imposed by the Ethics Committee; and
- c) any other matter which the Ethics Committee in its absolute discretion deems advisable.

Section 22 No Reasons Required - The Ethics Committee shall not be obliged to deliver reasons for its decisions, unless a written request is made by the member.

Section 23 Approval of Decision - The decision of the Ethics Committee shall be approved by majority of the members of the Ethics Committee in attendance at the meeting in respect of the Complaint or matter referred by the Complaints Committee.

Section 24 Right of Appeal to Board of Directors - The member concerned shall be provided with a copy of the decision of the Ethics Committee and the reasons, therefore, if requested. The member shall be given notice that he has the right to have the decision of the Ethics Committee considered by the -Board of Directors, and that he may exercise that right by notifying the Ethics Committee, in writing, within twenty (20) days after the decision has been sent to him that he wishes to make written submissions to the Board of Directors and/or to attend the Board of Directors meeting to make oral submissions. Both the decision of the

Ethics Committee and the notice contemplated by this section shall be sent to the member concerned by prepaid first class mail.

Section 25 Decision Final - If the member concerned fails to request that the decision of the Ethics Committee be considered by the Board of Directors within the time prescribed by this Article, the decision of the Ethics Committee shall become final and binding upon the member concerned.

Section 26 Meeting of Board of Directors - Where the member concerned requests that the decision of the Ethics Committee be considered by the Board of Directors, the member shall make a submission in writing as to why the decision should not be upheld, and may, if the member so requested, also appear before the Board of Directors without legal counsel to make an oral submission to the Board of Directors. Where a request is made by a member for a review of the decision to the Ethics Committee, the Chairman of the Ethics Committee or his designate shall appear before the Board of Directors and provide the Board of Directors with a copy of the decision and the written reasons therefore, if any, a copy of any written document filed with the Ethics Committee and shall also give the Board of Directors an oral summary of the reasons for the decision. The Board of Directors has the power upon a two-thirds (2/3) majority vote of those members in attendance to make any decision as in its absolute discretion it sees fit, concerning whether the member has engaged in improper conduct and what, if any, disciplinary action should be taken, which may include action more or less severe than that imposed by the Ethics Committee. Without limiting the generality of the foregoing, the Board of Directors has the right to adopt or vary the decision of the Ethics Committee as it sees fit, including the right to direct the Ethics Committee to conduct a fresh hearing.

Section 27 Board Decision Final - The decision of the Board of Directors shall be final and binding upon the member concerned.

Section 28 No Written Reasons - The member shall not be entitled to written reasons for the decision made by the Board of Directors.

Section 29 Complaint Against Member of Board - Where the member concerned is a member of the Board of Directors, or is associated with or employed by a member of the Board of Directors, such member of the Board of Directors shall not be entitled to attend the meeting at which the decision of the Ethics Committee is considered nor shall such member be entitled to vote at said meeting.

Section 30 Complaints/Ethics Committee Members not Allowed at Board Meeting - No member of either the Complaints Committee or the Ethics Committee who investigated, considered or determined a Complaint or a particular matter shall be entitled to attend the meeting at which that Complaint or matter is considered by the Board of Directors, nor shall such member be entitled to vote at said meeting.

Section 31 Breach of Probation or Suspension Terms - Where a member has been suspended or placed on probation on certain terms, the breach of any such terms by the member constitute improper conduct within the meaning of this Article, and shall be taken into consideration by the Ethics Committee in determining whether the membership of that member should be revoked or any other disciplinary action taken.

Section 32 Non-Payment of Fees - Disciplinary action may be taken by the Board of Directors against a member for nonpayment of fees, dues or other assessments of unpaid within one hundred and twenty (120) days from the date due. Such disciplinary action shall be taken directly by the Board of Directors without involving either the Complaints Committee or the Ethics Committee. The member concerned shall be given notice of the amounts due at least twenty (20) days prior to the meeting of the Board of Directors at which disciplinary action against said member is considered, and the member must be informed that failure to make payment in full may result in disciplinary action. The member concerned is entitled to make written representations to the Board of Directors. Disciplinary action against a member for nonpayment of fees, dues or other assessments shall be taken on two-thirds (2/3) majority vote of the Board of Directors. The notice contemplated by this section shall be sent to the member concerned by prepaid first class mail.

Section 33 Non-Eligibility - The membership of any member of the Association may be revoked in the event that a member ceases to meet the minimum standards of eligibility as set out in the bylaws of the Association. The decision to revoke membership for failure to meet the minimum standards of eligibility shall

be taken on two-thirds (2/3) majority vote of the Board of Directors. The member concerned shall be given notice that the Board of Directors will be considering shall be given notice that the Board of Directors will be considering revocation of its membership at least twenty (20) days in advance of the meeting at which the decision will be made, and that the member has the right to make written submissions to the Board of Directors. The notice contemplate by this section shall be sent to the member concerned by prepaid first class mail.

Section 34 Resignation - Any member while in good standing, may resign from the Association. Such resignation shall be made in writing and shall be acted upon at the next meeting of the Board of Directors following receipt of the written resignation. Resignation shall become effective on the date of acceptance by the Board of Directors.

Section 35 No Reapplication - If a member resigns from the Association before a pending complaint is resolved that member may not subsequently reapply for membership.

Section 36 Forfeiture of Interest - Upon resignation, termination or revocation of membership in the Association or the refusal of the Association or failure by a member to renew membership, the member concerned shall have no further interest in or claim to any assets of the Association, including dues and assessments.

ARTICLE XI - MEETING AND QUORUMS

Section 1 The annual meeting of the Association shall be held at a time and place designated by the Board of Directors. Written notice of such meeting shall be given to each member of the Association at least five days prior to such meeting.

Section 2 General meetings of the Association shall be held at a time and place as determined by the Executive Committee or upon request in writing of a majority of the Board of Directors or twenty-five (25) percent of the members of the Association.

Section 3 Frequency of general meetings shall be determined from time to time by the Directors.

Section 4 A quorum for any general meeting of members shall be ten of the members in good standing of the Association.

Section 5 A quorum for any meeting of the Board of Directors shall be six members as outlined in Article V, Section 3.

ARTICLE XII - FISCAL YEAR, AUDITORS AND SIGNING OFFICERS

Section 1 The fiscal year of the Association shall be from July 1st to June 30th unless determined otherwise by the Board of Directors.

Section 2 The Board of Directors shall annually examine financial results submitted by the auditor.

Section 3 All notes, drafts and cheques shall bear the signature of two of the following: President, Treasurer, Secretary and Executive Officer. Any one of these officers may endorse cheques for deposit or verify the bank account.

ARTICLE XIII - BORROWING POWER

Section 1 The Association shall have the right to pledge its credit or borrow money upon securing approval of a two-thirds majority of the members present at a general meeting.

ARTICLES XIV - RULES OF ORDER

Section 1 Roberts Rules of Order shall govern all meetings conducted by the Association.

ARTICLE XV - BYLAW AMENDMENTS

Section 1 Articles of their bylaws may be repealed or amended by an affirmative vote of at least two-thirds of the members in attendance at a regular (or special) general meeting called for this purpose. Notice of the proposed amendment(s) shall be provided to each of the members at least 30 days prior to the meeting. Approved at a meeting of the Greater Moncton Home Builders' Association held in the City of Moncton on the _____ day of _____ 20_____.

President

Executive Officer