2018 WOBO BYLAW No. 1 OF 2018

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**BY-LAW OF THE WORLD ORGANIZATION OF BUILDING OFFICIALS.**

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A by-law relating generally to the conduct of the affairs of WORLD ORGANIZATION OF BUILDING OFFICIALS (the "Organization").

**BE IT ENACTED** as a by-law of the Organization as follows:

**SECTION 1 – GENERAL**

**1.01 Definitions**

In this by-law and all other by-laws of the Organization, unless the context otherwise requires:

"Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the Board of Governors of the Organization and “Governor” means a member of the board including the President;

"by-law" means this by-law and any other by-laws of the Organization as amended and which are, from time to time, in force and effect;

“corporation” means organization except Corporations Act;

"meeting of members" includes an annual general meeting of members or a special general meeting of members entitled to vote at such meetings.

"ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

 **“Objects” means to promote by all committees in these regulations the objectives of the World Organization of Building Officials as enshrined in Section II of the Application for Incorporation of a Corporation Without Share Capital under Part II of the Canada Corporations Act;**

**"ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;**

**“Organization” means World Organization of Building Officials;**

**“person” includes an individual, body corporate, partnership, trust and unincorporated organization.**

**"proposal" means a proposal submitted by a member of the Organization;**

**"Regulations" means the regulations made under these by-laws, as amended, restated or in effect from time to time; and**

**"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on the said resolution at special general meeting.**

**1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**1.03 Corporate Seal**

(1) The Organization may have an Organization’s seal in the form approved from time to time by the board. If an Organization’s seal is approved by the board, the secretary of the Organization shall be the custodian of the Organization’s seal.

(2) The seal of the Organization shall have the words “World Organization of Building Officials,” and may be affixed only to a document signed by persons specifically or generally authorized by the Board unless the document to which the seal is to be affixed is a document of certification only in which case such document may be signed by President or Secretary and a certificate of identifying of the persons holding office generally authorized by the Board to affix the seal may be signed.

**1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Organization may be signed by the President and Secretary or any two Governors. In addition, the board may from time to time direct the manner in which and the Governor, person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Organization’s seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Organization to be a true copy thereof.

**1.05 Financial Year End**

The financial year end of the Organization shall be determined by the Board of Governors.

**1.06 Banking Arrangements**

The banking business of the Organization shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Governors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Organization as the Board of Governors may by resolution from time to time designate, direct or authorize.

**1.07 Annual Financial Statements**

The Organization may, instead of sending copies of the annual financial statements and other documents to the members, publish a notice to its members stating that the annual financial statements and documents are available at the Secretariat of the Organization and any member may, on request in writing, obtain a copy on payment of the cost thereof at the Secretariat or by prepaid mail.

**SECTION 2 - MEMBERSHIP**

**2.01** Membership Conditions

Subject to the articles, there shall be following classes of members in the Organization. Membership in the Organization shall be available to:

**2.02** **individuals**, and

**2.03** **organizations** in furthering the Organization’s purposes and who have applied for and been accepted into membership in the Organization by

**2.04** resolution of the board;

**2.05** the Secretary; or

**2.06** in such other manner as may be determined by the board.

**2.07** Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

**Classes of Members**

**2.07(1) Membership** in the Organization shall be limited to individuals, government, government agencies, corporations, associations and organizations interested in furthering the objects of the Organization.

**2.07(2)** Membership is available to:

ACTIVE MEMBERSHIP

**Class (A)** Open to government, government agencies, corporations, associations and organizations, departments, or bureaus which administer, formulate or enforce laws relating to build-environment, construction, fire safety, property maintenance, development or land use, insurance, transportation, educational institutions, research, inspection, testing design, standards, investigation, survey, manufacture. Representatives shall be designated by them to represent them.

**Class (B)** Building Officials’ and Codes and standards formulating federal, state, provincial or local government, corporations, organizations and associations including insurance providing corporations.

ASSOCIATE MEMBERSHIP

**Class (C)** Associate memberships are open to the employee and individual members of organizations and/or associations

SUSTAINING MEMBERSHIP

**Class (D)** Sustaining membership is open to associations, building product manufacturers, research centers, and testing laboratories engaged in the building construction industry and other such disciplines connected therewith directly or indirectly. Sustaining membership shall be one of the two following classes:

 (i) Those who operate on an international scale, and

(ii) Those who operate on a national scale.

 COOPERATING MEMBERSHIP

**Class (E)** Cooperating membership is open to all individuals who are interested in codes related to construction, fire safety, property maintenance, development, land use, enforcement, administration, inspections, investigation, testing, designs, surveys, appraisals, education and other such disciplines connected therewith directly or indirectly.

PROFESSIONAL MEMBERSHIP

**Class(F)** Professional membership is open to all those engaged on the practice of engineering, architecture, law and/or other related areas.

(i) Professional, corporation and organizations

(ii) Individuals

 **Class(G)** STUDENT MEMBERSHIP

**Class(G)** Student members who are individually enrolled in classes or a course of study occupying at least four hours of classroom instruction per week. They have no voting rights, may apply for full membership in one of the classes mentioned hereinbefore, and may resign by giving notice to the Secretary.

SPECIAL MEMBERSHIP

**Class(H)** By invitation of the Board, special membership may be bestowed on such individuals who have rendered outstanding service in furthering the primary objectives of the Organization. May resign by giving notice to the Secretary.

SPECIAL MEMBERSHIP DESCRIPTION

**Class(I)** (i) Who attended the First International Building Officials World Conference at Saskatoon in Saskatchewan, Canada, in June 1984, on joining the Organization and remaining in good standing may describe themselves as “FOUNDING MEMBERS.”

(ii) On becoming a member up to and before the end of the last day of the session of the first World Congress and on remaining in good standing may describe themselves as “CHARTER MEMBER.”

(iii) The Board may in exceptional circumstances “CHARTER” membership on any member who has rendered outstanding service.

 (iv) On becoming a member after the first World Congress and on remaining in good standing may describe themselves as “MEMBER.”

 (v) Are in good standing may use the designatory letters MWOBO after their names, indicating that they are members in the World Organization of Building Officials.

**Notice of Meeting of Members**

**2.08(1)** **Notice of the time and place of a meeting** of members shall be given to each member entitled to vote at the meeting by the following means:

By mail, courier or personal delivery, telephonic, electronic, on Organization’s web site, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 28 days before the day on which the meeting is to be held;

**2.08(2)** **A special resolution** of the members require notice given to members entitled to vote at a special general meeting of members pursuant to section 1.01.

**Absentee Voting by Mail Ballot**

**2.08(3)** A member entitled to vote at a meeting of members may vote by mailed-in ballot in a manner prescribed by the Board -

(1) enables the votes to be gathered in a manner that permits their subsequent verification, and

(2) permits the tallied votes to be presented to the Organization without it being possible for the Organization to identify how each member voted.

The Board may change the method of voting by members not in attendance at a meeting of members.

**SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

**3.01 Membership Dues**

**3.01** Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within the period stipulated below of the membership renewal date, the members in default shall cease to be members of the Organization as stipulated below

**3.02 Annual Dues**

(1) Annual subscription (which includes levy or dues) shall be prescribed by the Board.

(3) Payment:

(a) Annual subscription as and when determined by the Board shall become due and payable in the United States of America currency.

(b) Each member of the Organization shall receive and shall be entitled to retain, while a member in good standing, a Certificate of Membership in a form prescribed by the Board in addition to an identity card.

(4) Annual subscription for subsequent years may be determined by the Board at a meeting held in the calendar year preceding the year in which such subscription is due to be in effect, and in default of such determination shall be the subscription in effect for the preceding year.

(5) The board, after reviewing a written submission of a member, may consider refunding the subscription in part or in full for the current year or future years on such conditions as it may deem fit, provided written submission is made by the said member first after having paid the subscription.

(6) Annual subscription shall become due and payable on the first day of January of each and every succeeding year. It shall be paid to the Secretary or Treasurer.

(7) Annual subscription is due and payable on the date of joining.

(8) If subscription being due on the 1st day of January shall not have been paid on or before the 31st day of March of that same year, membership may be terminated as of the latter date upon the decision of the Board, provided that upon payment before the 30th day of June of the same year of subscription and other dues, membership shall be deemed to be restored.

(9) The Board shall pass any bylaw or resolution required pertaining to currency, rates of exchange, methodology for payment and all other matters relating to subscription and levies.

**3.03 Termination of Membership**

A membership in the Organization is terminated when:

(1) the member dies, or, in the case of a member that is a Organization, the Organization is dissolved;

(2) a member fails to maintain any qualifications for membership;

(3|) the member resigns by delivering a written resignation to the Secretary of the board of the Organization in which case such resignation shall be effective on the date specified in the resignation;

(4) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;

(5) the member's term of membership expires; or

(6 the Organization is liquidated or dissolved.

Subject to these by-laws, upon any termination of membership, the rights of the member, including any rights in the property of the Organization, automatically cease to exist.

**3.04 Discipline of Members**

The board shall have authority to suspend or expel any member from the Organization for any one or more of the following grounds:

(1) violating any provision of the articles, by-laws, or written policies of the Organization;

(2) carrying out any conduct which may be detrimental to the Organization as determined by the board in its sole discretion;

(3) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Organization.

(4) In the event that the board determines that a member should be expelled or suspended from membership in the Organization, the Secretary, or such other officer as may be designated by the board, shall provide twenty (20) days’ notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

(5) The member may make written submissions to the Secretary, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

(6) In the event that no written submissions are received by the Secretary, the Secretary, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Organization.

(7) If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

**SECTION 4 - MEETINGS OF MEMBERS**

**4.01 Persons Entitled to be Present**

(1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Governors and the public accountant of the Organization and such other persons who are entitled or required under any provision of the Act, or by-laws. Any other person may be admitted only on the invitation of the President or Chair of the meeting or by resolution of the members.

**4.O2 Chair of the Meeting**

In the event that the President of the board and the Vice President of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting

**4.03 Quorum**

A quorum at any meeting of the members present and entitled to vote at the meeting shall be the quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**4.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by by-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

**4.05 Annual General Meetings**

 (1) The annual, general or other meetings of the members or officers may be held at the head office of the Organization or at any place and date as determined by the Board.

(2) At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the Auditors including reports of each Governor shall be presented.

**4.06 Special or General Meetings**

 The members may consider and transact any business either at special or general meeting of the members. The Board or the President shall have power to call, at any time, a general or special general meeting of the members of the Organization.

**4.07 Waiver of Notice**

(1) A waiver of due notice of any meeting can be given in writing or by telegraph, wireless telegraph, radio, cable, facsimile, e-mail, website, or telephone, before or after the time scheduled for such meeting. Waiver of due notice, or attendance at such meeting without objection to the lack of notice, shall be deemed equivalent to notice.

(2) Twenty-eight (28) days prior written notice shall be given to each member of World Congress, any annual or special general meeting of members.

(3) No error or omission in giving notice of World Congress, any annual, general or special meeting or any adjourned meeting, whether annual, general or special of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat.

(4) Any member may at any time waive notice of any meetings.

(5) For purpose of sending notice to any member, Governor or officer for any meeting or otherwise, the address of the member, Governor or officer shall be his last address recorded on the books of the Organization.

(6) At all meetings and congresses of members of the Organization every question shall be determined by a simple majority of votes unless otherwise specifically provided by statute or by these bylaws. In so far as practicable, members shall seek to reach decisions by compromise, modification of view and by mutual agreement.

**SECTION 5 – GOVERNORS**

**5.01 Election and Term**

The members shall elect the Governors including President at the first meeting of members and at each succeeding annual meeting at the Congress at which an election of Governors is required.

**5.02** The Governors shall be elected to hold office for a term expiring not later than the close of the third annual meeting at the Congress of members following the election. Governors and President shall hold office until the next World Congress of members following their election or appointment.

**5.03 Board of Governors**

The Board of Governors shall consist of not less than seven (7) and not more than 16 governors including the President elected at World Congress.

**5.04 Management**

The affairs, assets, property and business of the Organization shall be managed by the

Board of Governors.

**5.05 Remuneration and Expenses**

Governors shall not receive any remuneration for their services, but, by resolution of the Board expenses of their attendance at meetings may be allowed in part or in whole if funds permit.

(1) Nothing herein contained shall be construed to preclude any Governor from serving the Organization as an officer or in any other capacity and receiving compensation.

(2) No Governor shall directly or indirectly receive any profit from his position as such, provided that he may be paid reasonable expenses incurred by him in the performance of his duties.

(3) Any Governor who is engaged in or is a member of a firm engaged in any business or profession may for any professional act in and be paid a reasonable fees and costs for professional services rendered or required to be done in connection with the administration of the affairs of the Organization.

(4) The Board shall perform all duties incident to their office in accordance with the Act.

**SECTION 6 - MEETINGS OF GOVERNORS**

**6.01 Calling of Meetings**

Meetings of the board may be called by the President, the Vice President of the board or any two (2) Governors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Governor or incorporators Omkar Nath Channan, Everett Dunham, Roger Valcourt Hebert, and Richard Kuchnicki

**6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given to every Governor of the Organization not less than twenty-eight (28) days before the time when the meeting is to be held by one of the following methods:

(a)delivered personally to the latest address as shown in the last notice that was sent by the Secretary of the Organization mailed by prepaid ordinary mail to the Governor's

(b)by telephonic, electronic or other communication facility at the Governor's recorded address for that purpose;

(c Notice of a meeting shall not be necessary if all of the Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

**6.03** Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**6.04** Unless the by-law otherwise provides, no notice of meeting need specifies the purpose or the business to be transacted at the meeting except that a notice of meeting of Governors shall specify any matter that is to be dealt with at the meeting.

**6.05** Any action required or permitted to be taken at any meeting of the Board or of any committee may be taken in emergency circumstances without a meeting, provided prior to such action, a written consent thereto shall have been obtained and signed by all Governors of the Board and in case of committee by members and such written consent shall be filed with the minutes of proceedings of the Board or committee. Any resolution adopted in such manner shall only have force and effect until the next meeting of the Board.

**6.06 Regular Meetings**

(1) The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

(2) A copy of the notice of the agenda and any resolution proposed and seconded by the Governors be submitted to the Secretary of the board who would in consultation with the President fix the place and time of such regular meetings of the board. Such agenda and resolution shall be sent to each Governor forthwith, but no other notice shall be required for any such regular meetings except if it requires the purpose thereof or the business to be transacted to be specified in the notice.

(3) Between meetings, business may be conducted by mail, e-mail, telephone conference calls, or electronically meetings. A simple majority vote of the voting members shall be required for passage.

**6.07 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**6.08 Committees**

(1) The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, with such powers as the board shall see fit.

(2) Any such committee shall be governed by the procedures stated in these by-laws in regard to filling of vacancies, appointments, good standing of members, meetings, quorum, determination of questions by simple majority, notices, waiver of notices, remuneration, expenses, compensation and exercise such powers as authorized by the Board.

(3) Between meetings, business may be conducted by mail, e-mail, telephone conference calls, or electronically meetings. A simple majority vote of the voting members shall be required for passage.

 (4) Any committee member may resign by giving notice to the Secretary of the Board or be removed by resolution of the Board of Governors.

(5) Each committee shall exist at the pleasure of the Board.

**SECTION 7 – OFFICERS**

**7.01 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Organization if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

**7.02 Chair of the Board**

The chair of the board, shall be the President. The chair of the board, if any, shall, when present, preside at all meetings of the Board of Governors and of the members. The chair shall have such other duties and powers as the board may specify.

**7.03 Vice-Chair of the Board**

The vice-chair of the board shall be a Vice President. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the Board of Governors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

**7.04 President**

(1) The President shall be the chief executive officer of the Organization and shall be responsible for implementing the strategic plans and policies of the Organization. The President shall, subject to the authority of the board, have general supervision of the affairs of the Organization.

(2) The President shall be the Chief Officer of the Organization. He shall preside at all meetings of the Organization and as Chairman of the Board;

(3) Represent the Organization either on his own initiative or in accordance with instructions of the Board;

(4) Preside over the World Congress;

(5) Have such powers and perform such duties as from time to time may be assigned to him by the Board;

(6) Perform all duties incident to the office of President in accordance with the Act;

(7) Be an ex-officio member of all committees; and

(8) The President may at his pleasure or the Board appoint or terminate, without giving reason, Chairman and one or more National Directors of National Advisory Council in such countries he or the Board deems fit to carry out such duties as the President or Board considers necessary to promote the objects of the Organization. The Chairman and the National Director(s) are not entitled to any remuneration and may resign by giving written notice to the Secretary.

 (9) (a) Subject to the approval or ratification by the Board the President may at his pleasure appoint or terminate Special Adviser to the President in such countries, States, Provinces or Territories without giving any reason and any remuneration.

(b) Who may resign by giving written notice to the Secretary. His term comes to an end at the same time the tenure of the President expires or until the next World Congress.

**7.05 VICE-PRESIDENT**

(i) shall assist the President in his duties, and

(ii) may have such additional powers and duties as from time to time may be assigned by the Board or by the President.

**7.06 IMMEDIATE PAST PRESIDENT**

(1) Immediate Past President shall advise and assist the President and the Board when required.

(2) He shall hold office for a term not exceeding three years or until the next World Congress without seeking re-election for the office of Governor. After the expiry of his term of three years he is eligible to election to any office of the Organization except of the President, Vice President.

**7.08 SECRETARY**

(1) The secretary shall attend and be the Secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Organization’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Governors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(2) shall have such powers and duties as from time to time may be assigned by the Board or the President;

(3) performs all the duties of the Secretary of the Organization in accordance with the Act whence applicable;

(4) translate policy, plans and resolutions of the Board into action;

(5) shall be in contact as often as required with the President and Officers of the Board;

(6) shall be center of communications between various officers, members of the Board and committees;

(7) shall keep the minutes of the meetings of the congress and the Board, and cause the same to be recorded in books provided for that purpose;

(8) shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(9) shall be custodian of the records of the Organization, the Board, and of the seal of the Organization; see that the seal is affixed to all documents the execution of which on behalf of the Organization under its seal shall have been duly authorized and attest the seal when so affixed.

(10) shall be custodian of the seal of the Organization, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution;

(11) shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed.

**7.9 TREASURER**

(1) The Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization and shall with minimum delay deposit all monies, securities, and other valuable effects in the name and to the credit of the Organization in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

(2) (a) shall disburse the funds of the Organization as may be directed or authorized by the Board, provided supported by receipts and/or vouchers proper vouchers for such disbursements; and

(b) shall make payment of such expenditures reasonably incurred by the members of the Board of Governors for attending Board meetings provided such expenditures made economically and supported by receipt or vouchers are authorized by the Board.

(3) shall render at the regular meeting of the Board, or whenever required an accounting of all the transactions and a statement of the financial position, of the Organization.

(4) shall also perform such other duties as may from time to time as directed by the Board including preparation of the budget of the Organization. Perform all duties incident to the office of Treasurer as required by an Act, bylaws, regulations or resolution of the Board.

 (5) shall have the custody of such documents, papers, books of accounts and all other material related to for the function of the office of the treasurer.

**7.10 Powers and Duties**

The powers and duties of all other officers of the Organization shall be such as the terms of their engagement call for or the board or President requires of them. The board may, from time to time, vary, add to or limit the powers and duties of any officer.

**7.11 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Organization. Unless so removed, an officer shall hold office until the earlier of:

(1) the officer's successors is appointed,

(2) the officer's resignation,

(3) such officer ceasing to be a Governor (or if a necessary qualification of appointment is required, or

(4) such officer's death.

(5) If the office of any officer of the Organization becomes vacant, the Board may, by resolution, appoint a person to fill such vacancy.

**SECTION 8 – NOTICES**

**8.01 Method of Giving Notices**

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Governors, pursuant to the Act, the articles, the by-laws or otherwise to a member, Governor, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

(2) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Organization or in the case of notice to a Governor to the latest address as shown in the last notice that was sent by the Organization; or

(3) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(4) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(5) if provided in the form of an electronic document;

(a) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;

(b) A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

(c) The Secretary may change or cause to be changed the recorded address of any member, Governor, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable.

(d) The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

(e) The signature of any Governor or officer of the Organization to any notice or other document to be given by the Organization may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 **Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 **Omissions and Errors**

The accidental omission to give any notice to any member, Governor, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.04 **Subordinate Officers**

The Board may from time to time appoint other officers, including without limitation one or more Assistant Secretaries and/or Assistant Treasurers. Each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine and shall be subject to removal at the pleasure of the Board. The Board may delegate to any officer or officers the power to appoint any such subordinate officers, fix their respective terms of office, prescribe their respective authorities and duties, remove them from office, and fill vacancies in any such offices. Any such Officer may resign by giving notice to the Secretary.

**SECTION 9 - DISPUTE RESOLUTION**

9.01 **Mediation and Arbitration**

Disputes or controversies among members, Governors, officers, committee members, or volunteers of the Organization are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, Governors, officers, committee members or volunteers of the Organization arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Organization is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Governors, officers, committee members, employees or volunteers of the Organization as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

9.03 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

9.04 The number of mediators may be reduced from three to one or two upon agreement of the parties.

9.05 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Organization is situated or as otherwise agreed upon by the parties to the dispute.

9.06 The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

9.07 All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION 10 – HEAD OFFICE AND SECRETARIAT**

**10.01 Head Office**

The head office of the Organization shall be located at Calgary in the

Province of Alberta in Canada, at such place where the business of the Organization may from time to time be carried on with the approval of the Board.

**10.02 Secretariat**

10.03 The Board may from time to time determine location of the secretariat or the business of the Organization may require at such other places within and/or outside Canada. If located outside Canada in that event the laws of such state, province or country, if required, may be complied with.

10.04 There may be established a secretariat or secretariats and such staff positions as determined by the Board.

10.05 The terms and conditions of employment of the staff positions shall be determined by the Board.

**SECTION 11 WORLD CONGRESS**

**11.01** World Congress be held after every three (3) years in different locations for the consideration of themes or subjects of contemporary concern to the primary object of the Organization.

11.02 Members in good standing present at the World Congress shall constitute a quorum.

11.03 Each member in good standing present at the World Congress shall have the right to exercise one vote.

11.04 In arranging for and conducting congress, the Board may be guided by the same considerations that were opted at the inauguration of the World Organization at Saskatoon in the Province of Saskatchewan, Canada in the year 1984.

11.05 That the location be rotated around the world in such a way that any regions able to host and benefit from a congress have the opportunity to hold a congress in their region at least once every ten (10) years.

11.06 That the format initiated at the International Building Officials World Conference 1984 in Saskatoon, Saskatchewan, in Canada, be followed at future congresses to the extent circumstances permit.

11.07 That regional and/or inter-regional meetings with themes relating to congress themes be encouraged in the year proceeding the year of and the year following each congress.

11.08 That proceedings of congresses and such meetings and academic monograph series relating to matters considered at such congresses or meetings be published as funds permit.

11.09 That the Board may use their absolute discretion in holding a World Congress in any particular location at any time in order to coincide with any event of international, national or regional importance taking place at such location.

11.10 The working language of the Organization shall be English. However, a wider selection of languages may be encouraged for international activities wherein this is economically feasible.

11.11 The expenses of members attending meetings of the World Congress, Annual General Meeting or Special General Meeting shall not be a charge to the funds of the Organization.

**SECTION 12 – INDEMNIFICATION**

**12.01** Every Governor or officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectfully, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:

12.02 all costs, charges and expenses whatsoever which such Governor, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

12.03 All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**SECTION 13 – EXECUTIVE COMMITTEE**

13.01 The Board may appoint an Executive Committee comprising of the President, Vice-President, Secretary, Treasurer, and such other members as the Board may appoint and shall exercise such powers as may be authorized by the Board.

13.02 Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee provided that fourteen (14) days prior notice of such meeting shall be given Simple majority of the committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive or any adjourned meeting of the said Committee of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**Minutes**

13.03 The minutes of the Board or the minutes of the Executive Committee shall be available to the membership on payment in advance such cost as the Secretary or the Treasurer determine.

**SECTION 14 – BY-LAWS AND REGULATIONS**

**14.01** The by-laws may be amended, revised or repealed by a unanimous affirmative vote of not less than seven members physically present at a meeting of the Board of Governors duly called for the purpose of amending, revising or repealing of the by-laws; provided twenty-eight days prior written notice has been given to each member of the Board of the meeting.

**14.02** The Board may prescribe such regulations not inconsistent with these bylaws relating to the management and operation of the Organization as they deem expedient, and such regulations shall have force and effect on the date the Board has passed it.

**SECTION 15 – COMMITTEES**

15.01The Board may appoint such committees as it thinks fit.

15.02 Any such committee shall be governed by the procedures stated in these by-laws in regard to filling of vacancies, appointments, good standing of members, meetings, quorum, determination of questions by simple majority, notices, waiver of notices, remuneration, expenses, compensation and exercise such powers as authorized by the Board.

15.03 Between meetings, business may be conducted by mail, e-mail, telephone conference calls, or electronically. A simple majority vote of the voting members shall be required for passage.

**SECTION 16 – SEAL**

The seal of the Organization shall have the words “World Organization of Building Officials”, and may be affixed only to a document signed by persons specifically or generally authorized by the Board to affix the seal unless the document to which the seal is to be affixed is a document of certification only in which case such document may be signed by President or Secretary and a certificate of identify of the persons holding office generally authorized by the Board to affix the seal may be signed.

**SECTION 17 – GENERALLY**

**17.01 Languages**

The working language of the Organization shall be English. However, a wider selection of language may be encouraged for international activities wherein this is economically feasible.

**17.02 Invitations**

The President, Board or any committee may invite any person to attend its meetings for any particular item of business, without their right to vote.

**17.03 United Nations**

To maintain the Special Consultative Status accorded by the United Nations Economic and Social Council (ECOSOC) the Organization shall participate in the activities of the United Nations Organizations and its agencies.

**SECTION 18 -REPEAL**

**18.01** The principal bylaw dated the 12th day of May 1985 is hereby repealed and replaced by this bylaw.

**SECTION 19 - EFFECTIVE DATE**

**19.01** By-Law No. 1 of 2018 of the World Organization of Building Officials, as enacted comes into force with immediate effect on the date it has been passed and signed at the Annual General Meeting of the World Organization of Building Officials at the Metro Toronto Convention Center at Toronto in the Province of Ontario in Canada on this Thirtieth day of November, 2018.

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Paul Myers – President Majed A. Dabdoub – Secretary/Treasurer Omkar Nath Channan – Founding President & Governor