



Greater Toronto Apartment Association

By-Law Number 1

Greater Toronto Apartment Association By-Law Number 1

This is a by-law relating to the transaction of business and affairs of the Greater Toronto Apartment Association Inc.

BE IT ENACTED as a by-law of the Greater Toronto Apartment Association (hereinafter called the “Corporation”) as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, at such place therein as the Board of Directors (hereinafter called the “Board”) may from time to time determine.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of Directors of no less than seven (7) and not more than twenty-one (21) directors, each of whom shall be elected until the end of their term, at which time the term of office shall terminate, or until a successor has been duly elected and qualified. At each Annual Meeting seven (7) directors shall be elected for a three (3) year term with the maximum number of directors being twenty-one (21). Each director shall be, at the time of election or within ten (10) days thereafter either a Regular, Corporate or Millennium Member of the Corporation, provided that the Board shall, at all times, be represented by not less than 80% Regular Members of the Corporation. No more than two (2) employees of the same Member company or related companies may be elected or appointed to serve on the Board of Directors at any time during the term of office.

The election may be by show of hands at a meeting of the members unless a poll or ballot is conducted by the Corporation or demanded by any Member.

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of such Director’s term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term.

Greater Toronto Apartment Association By-Law Number 1

The office of a Director of the Corporation shall be vacated if such Director:

- a. becomes bankrupt or is declared insolvent,
- b. becomes of unsound mind,
- c. resigns office by notice in writing to the Corporation,
- d. or ceases to be a Regular, Corporate or Millennium Member of the Corporation, or
- e. has been absent, without being excused by resolution of the Board, from four (4) consecutive meetings of the Board.

No employee of the Corporation may be a Director.

VACANCIES, BOARD OF DIRECTORS

4. Provided that a quorum of Directors remains in office and no less than 80% of the Directors on the Board remaining in office are Regular Members of the Corporation, vacancies on the Board, however caused, may be filled by the Board from among Members of the Corporation, if the Board sees fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the Members but if there is no quorum of Directors or there is not 80% of Directors on the Board that are Regular Members, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the numbers of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. The Board of Directors may appoint up to five (5) additional directors during the term of office for a period up to the next Annual Meeting.

QUORUM AND MEETING OF BOARD OF DIRECTORS

5. Two-fifths (2/5) of the number of Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at the Head Office of the Corporation or at any such place or places as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the Directors be present, or if those absent have signaled their consent to the meeting being held in their absence. Meetings of the Board may be formally called by the Chair, a Vice-Chair or by any two Directors or by the Secretary on direction from any of the foregoing. Notice of such meetings shall be delivered, telephoned, telegraphed or mailed to each Director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months or regular meetings, at an hour to be named, and of such regular meetings no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Every Director is entitled to one vote at a meeting of the Board. Questions arising at any meeting of the Board shall be decided by a majority of votes cast by the Members of the Board. In case of equality of votes, the chairperson of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number of proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, the duties of Chair may be performed by a Vice-Chair or such other Directors as the Board may, from time to time, appoint for the purpose.

POWERS OF DIRECTORS

8. The Board shall have full power with respect to all affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members of the Corporation in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by statute.

REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such, but shall be entitled to compensation for any reasonable expenses incurred by them upon proof of such expenses.

COMMITTEES

10. The Board may appoint such Committees as it, from time to time, considers advisable.

POWERS OF COMMITTEES

11. No Committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board or to the Members, as the Board may, from time to time, direct.

MEMBERSHIP ON COMMITTEES

12. Members of Committees shall be appointed by, and hold office at, the pleasure of the Board.

REPORTS OF COMMITTEES

13. The Chair of each Committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each Chair shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

EXECUTIVE COMMITTEE

14. The Board of Directors may elect an Executive Committee by closed ballot if more than one (1) person is nominated for each position of not less than three (3) and not more than nine (9) members, provided that not less than 80% on the Executive Committee shall at all times be Regular Members of the Corporation. The whole Committee shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified.
15. The Board may remove any member of the Executive Committee from office by a majority of votes cast at a meeting of the Board called for that purpose.
16. Two-fifths (2/5) of the members of the Executive Committee shall form a quorum, provided that the majority is represented by Regular Members for the transaction of business.
17. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board and shall report to the Board at each meeting thereof on all action taken by the Executive Committee since the last meeting of the Board.

OFFICERS OF THE CORPORATION

18. There shall be a Chair, a First Vice-Chair, a Second Vice-Chair, a Secretary, a Treasurer or in lieu of a Treasurer a Secretary-Treasurer, and such other officers as the Board may determine from time to time. Any person may hold more than one office except no person may hold the office of Chair and Vice-Chair or the offices of Chair and Secretary. The officers shall be elected or appointed by the Board from among their number at the first meeting of the Board after each election of Directors, provided that in default of such election the then incumbents, being members of the Board shall hold office until their successors are elected. Any other officers of the Corporation need not be members of the Board nor Members of the Corporation and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the Board. Any officer may be removed from office by the Board which may fill any vacancy so occurring for the remainder of the term of such officer.

HONOURARY OFFICERS

19. The Board may from time to time appoint such Honourary Officers as they may consider appropriate.

DUTIES OF CHAIR AND VICE-CHAIR

20. The Chair shall, when present, preside at all meetings of the Members of the Corporation and Board. The Chair, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation. The Chair with the Secretary, or other officer appointed by the Board for that purpose, shall sign all by-laws. The Chair shall be ex-officio, a member of all Committees. The Chair shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the Chair, the Chair's duties and powers may be exercised by the Vice-Chairs in order of seniority, as determined by the Board, or such other Directors as the Board may, from time to time, appoint for that purpose, and if the Vice-Chair, or such other Director shall exercise any duty or power, the absences or inability of the Chair shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

21. The Secretary shall be ex-officio clerk of the Board who shall:
 - a. attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for the purposes,
 - b. give all notices required to be given to Members and to Directors,
 - c. be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution, and
 - d. perform such other duties as may from time to time be determined by the Board.

DUTIES OF THE TREASURER

22. The Treasurer shall:
 - a. keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board,
 - b. disburse the funds of the Corporation under the direction of the Board, taking proper vouchers thereof and shall render to the Board at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation, and
 - c. perform such other duties as may, from time to time, be determined by the Board.

DUTIES OF OTHER OFFICERS

23. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

PRESIDENT & CEO

24. The Board may, from time to time, appoint a President & CEO and may delegate such person such authority to manage and direct the business and offices of the Corporation as the Board may, from time to time, determine (except for such matters and duties as must, by law, be transacted or performed by the Board or by the Members). The President & CEO shall report on the affairs of the Corporation as may be required, from time to time, by the Board.

EXECUTION OF DOCUMENTS

25. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or a Vice-Chair and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the Chair, a Vice-Chair, the Secretary or the Treasurer and the President & CEO or by any persons authorized by the Board.

Any two of the Chair, Vice-Chair, Secretary, Treasurer or President & CEO or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books and any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

26. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERS

27. There shall be four (4) classes of members, as follows:
- a. Regular Members: persons, firms or corporations which provide rental accommodation to the public,
 - b. Corporate Members: persons, firms or corporations which provide a trade, goods or services to the rental housing industry,
 - c. Millennium Members: persons, firms or corporations which subscribe to the Millennium Member designation as determined from time to time by the Board,
 - d. Honourary Members: Persons appointed as such by the Board.

ADMISSION OF MEMBERS

28. Members shall be admitted as follows:
- a. Regular Members: each Regular Member shall nominate one person who is a full time employee or proprietor of such Regular Member for admission as the Regular Member of such Regular Member and the Board shall, at its next meeting following such nomination, admit such nominee as a Regular Member of the Corporation. All such nominations must be in writing through the standard membership application form, signed by such Regular Member or by an authorized officer or official thereof,
 - b. Corporate Members: a firm or corporation that is a Corporate Member may nominate one person who is a full time employee or proprietor of such Corporate Member for admission as a Corporate Member of such Corporate Member and the Board shall, at its next meeting following such nomination, admit such nominee as a Corporate Member of the Corporation. All such nominations must be in writing through the standard membership application form, signed by such Corporate Member or by an authorized officer or official thereof,
 - c. Millennium Members: a firm or corporation that is a Millennium Member may nominate one person who is a full time employee or proprietor of such Millennium Member for admission as a Millennium Member of such Millennium Member and the Board shall, at its next meeting following such nomination, admit such nominees as Millennium Members of the Corporation. All such nominations must be in writing through the standard membership application form, signed by such Millennium Member or by an authorized officer or official thereof,
 - d. Honourary Members: those admitted as such by the Board.

TERMINATION OF MEMBERSHIP

29. The membership of a Regular, Corporate or Millennium Member shall cease if:
- a. such person is no longer a full-time employee or principal of a Regular, Corporate or Millennium Member,
 - b. the Regular, Corporate or Millennium Member who nominated such person is no longer a Regular, Corporate or Millennium Member of the Corporation,
 - c. the Regular, Corporate or Millennium Member revokes the nomination and nominates a substitute in place of such person, or
 - d. the Board removes such person.
30. The membership of a Regular, Corporate or Millennium Member shall cease if:
- a. such Member is in arrears for more than sixty (60) days in respect of dues or any other amount payable to the Corporation,
 - b. a resolution is passed in favour of which at least two-thirds (2/3) of the Board present and voting has voting in favour of removing such member,
 - c. such Member gives written notice of resignation,
 - d. the Board determines that, in the case of a Regular Member, such member has ceased to provide rental accommodation to the public.

Notwithstanding the foregoing provisions of clause 26 (b) the Board may, in its discretion, instead of terminating the membership of a Member, suspend or reprimand such member or allow the Member to continue as a Member subject to whatever conditions the Board may, in its discretion, impose.

31. An Honouary Member may be removed from membership by a resolution of the Board which has been confirmed by a resolution of the Members at a meeting of Members called for that purpose.

REINSTATEMENT

32. A Regular, Corporate or Millennium Member whose membership has terminated pursuant to clause 26 (b) may, at the discretion of the Board, be reinstated upon payment of a reinstatement fee not exceeding the total of the accrued arrears of dues owing at the time of application for reinstatement and an administration fee in an amount determined, from time to time, by the Board.

ANNUAL AND OTHER MEETINGS OF MEMBERS

33. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board, financial statement and report of the auditors shall be presented and the directors shall be elected. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board or the Chair or a Vice-Chair shall have the power to call at any time a general meeting of Members of the Corporation. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, facsimile transmission or e-mail ten (10) days or more before the time fixed for the holding of such meeting.

34. Each Member, except Honouary Members, shall pay such membership dues as shall be determined, from time to time, by the Board.

ERROR OR OMISSION IN NOTICE

35. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve or confirm any and all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be at such person's last address recorded on the books of the Corporation.

ADJOURNMENTS

36. Any meetings of the Corporation or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

QUORUM OF MEMBERS

37. A quorum for the transaction of business at a meeting of Members shall consist of not fewer than eighteen (18) Regular, Corporate or Millennium Members represented by proxy.

VOTING OF MEMBERS

38. Each Regular, Corporate and Millennium Member shall at all meetings of Members be entitled to one vote and may vote by proxy. Such proxy need not be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from such person's constituent or constituents. No person or Member may present and vote more than two (2) proxies at any meeting of the Corporation.

At all meetings of the Members every question shall be decided by a majority of the votes of the Regular, Corporate and Millennium Members voting and represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll or ballot is conducted by the Corporation or be demanded by any Regular, Corporate or Millennium Member of the Corporation. Upon a show of hands, every Regular, Corporate and Millennium Member shall have one vote, and unless a poll be demanded and declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the questions shall be decided by a majority of votes given by the Regular, Corporate and Millennium Members present in person or by proxy, and such poll shall be taken in such manner as the chairperson of the meeting shall direct and the result of such poll shall be deemed the decision of the members in general meeting upon the matter in question. In case of equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairperson of the meeting shall, if such chairperson holds a proxy from a Regular, Corporate or Millennium Member, be entitled to a second or casting vote.

CHEQUES, ETC.

39. All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for the collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange settlement of balances and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

40. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, or trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as the custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

AUDITORS

41. The Members shall, at each annual meeting, appoint an auditor or auditors of the Corporation, and in default of such appointment, the Board shall make such appointment. Any auditor appointed shall hold office until the next annual meeting.

FISCAL YEAR

42. The fiscal year of the Corporation shall end on June 30 in each year.

CODE OF CONDUCT AND DISCIPLINE

43. The Board may, from time to time, enact a Code of Conduct for Members and may also set out disciplinary procedures with respect to the conduct of Members.

NOTICE

44. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided herein, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letterbox, in a prepaid sealed wrapper addressed to the Director, Officer or Member at the address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if transmitted by facsimile shall be held to be sent when the transmission is completed. For the purpose of sending any notice the address of any Member, Director or Officer shall be the last address of such person as recorded in the book of the Corporation. Any member entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

**INDEMNIFICATION AND PROTECTION OF
DIRECTORS AND OFFICERS**

45. All Directors or Officers and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,
- a. all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any acts, deeds, matters or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and
 - b. all other costs, charges and expenses that such person sustains or incurs in or about in relation to the affairs of the Corporation except such costs, charges or expenses as an occasioned by such person's own willful neglect.
46. No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in a receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of titles to any property acquired by order of the Board or for or on behalf of the Corporation, for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortuous act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own willful neglect or default.

The Board may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

The Board may, from time to time, cause the Corporation to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.

Greater Toronto Apartment Association By-Law Number 1

PASSED AND ENACTED ORIGINALLY
on the 12th day of August 1998.
WITNESS the corporate seal of the Corporation
originally signed by:

Annette Fogel,
President

Sam Grossman,
Secretary

Updated version approved November 2, 2006 signed by

Chair

Secretary



20 Upjohn Road
Suite 103
Toronto, ON
M3B 2V9

Telephone: 416.385.3435

Fax: 416.385.8096

www.gtaaonline.com