



ANNUAL GENERAL MEETING

Riviera Event Space
(enter venue via Creditstone Road)
2800 Hwy 7, Concord, ON L4K 1W8

Tuesday, December 3, 2019
11:30 AM – Reception/Registration
12:00 PM - Program

AGENDA

- | | | |
|---|------------------------------|------------|
| 1. Meeting Called to Order | Dave Wilkes | |
| 2. Approval of 2018 AGM Minutes | Dave Wilkes | P. 2 - 8 |
| 3. Audit Report | Dave Wilkes | P. 9 - 10 |
| 4. Appointment of Auditor | Dave Wilkes | |
| 5. Board of Director Election Results | Dave Wilkes/Barry Sacks, MNP | |
| 6. Election of 2020 Officers | Dave Wilkes | |
| 7. By-Law Number 1 Amendments
and Governance changes | Dave Wilkes | P. 11 - 58 |
| 8. Report from 2019-2020 BILD Chair | Cheryl Shindruk, Geranium | |
| 9. Adjournment | Dave Wilkes | |

Included in this package:

- 2018 Annual General Meeting Minutes, P. 2 - 8
- 2018 Auditor's Report, P. 9 - 10
- Memo from BILD President & CEO, Dave Wilkes – New Governance Structure, P. 11
- Organizational Chart and Committee Charters (BILD Advisory Board, BILD Board of Directors, BILD Nominating & Governance Committee, BILD Principals Committee, BILD Finance Audit and Risk Committee, BILD Human Resources Committee), P. 12 - 43
- Memo from BILD President & CEO, Dave Wilkes – BILD By-law Changes, P. 44
- Copy of the amended BILD By-Law Number 1, P. 45 - 58

**MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS
OF THE BUILDING INDUSTRY AND LAND DEVELOPMENT ASSOCIATION**
(a federal corporation hereinafter referred to as the "Corporation")
held at the Hilton Garden Inn, Toscana Conference Centre
3201 Highway 7 West, Vaughan, Ontario
At 12:14 p.m. on the 11th day of December, 2018

MEMBERS PRESENT

In person: Members of the Corporation were present in person, including Darren Steedman, Chair of the Corporation.

Represented by Proxy: 10 proxies were submitted by members appointing Darren Steedman, Chair of the Corporation, as proxy.

CHAIR OF THE MEETING

The President and CEO of the Corporation, Dave Wilkes acted as Chair of the Meeting.

RECORDING SECRETARY

Theodora McGovern acted as Recording Secretary of the meeting.

MEETING PROPERLY CONSTITUTED

As a quorum of the members of the Corporation was present in person or represented by proxy, and since notice of the annual general meeting of members was given in accordance with the by-laws of the Corporation, the Chair declared the meeting to be duly constituted.

APPROVAL OF 2017 MEETING MINUTES

BE IT RESOLVED THAT the minutes of the 2017 Annual General Meeting be approved as recorded. Motion duly made by Jason Sheldon, seconded by Jim Andrews and unanimously carried.

AUDIT REPORT

The Chair reported to the membership that according to the 2017 audit report our accounts are in good standing.

APPOINTMENT OF AUDITORS

On a motion duly made by Howard Friedman, seconded by Jon-Carlos Tsilfidis and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT the members present at the Annual General Meeting hereby appoint MNP as the 2018 auditors for BILD.

ELECTION OF DIRECTORS

The Chair announced the Directors returning to complete the second year of their two-year term, until December 31, 2019:

Builder/Developer:	Shane Cooney, ADI Developments Alana De Gasperis, TACC Developments Scott McLellan, Plazacorp Investments Lino Pellicano, Greenpark Homes Leona Savoie, Hullmark Developments
---------------------------	---

	Jason Sheldon, Remington Homes Gary Switzer, MOD Developments
Renovator:	Jon-Carlos Tsilfidis, Fairside Homes and Renovations
Financial:	Howard Friedman, Travelers Canada
Trade Contractor:	Claudio Vinelli, GTSWCA
Manufacturer/Supplier:	Larry Brydon, Cricket Energy Benny Caringi, Sun-Brite Drapery
Service/Professional:	Debbie Cosic, Inzition Realty Frank Magliocco, PricewaterhouseCoopers LLP Leor Margulies, Robins Appleby LLP Corey McBurney, EnerQuality

The Chair reviewed the responsibilities of the Nominating Committee in preparing a slate of candidates to fill the vacancies created by the retirement of those Directors completing their initial or second two-year term. In mid-October, the Nominating Committee issued its proposed slate of candidates together with a call for further nominations.

The Chair advised that there were no further nominations in the Builder/Developer, Renovator, Financial, Manufacturer/Supplier and Trade Contractor categories, resulting in the acclamation of the following Directors for a two year term, until December 31, 2020:

Builder/Developer:	Bob Blazeovski, Diamondcorp Melissa Bruzzese, RioCan Real Estate Investment Trust Corey Libfeld, The Conservatory Group Sam Mizrahi, Mizrahi Developments Katy Schofield, Great Gulf Homes Cheryl Shindruk, Geranium Jude Tersigni, Menkes Developments Blair Wolk, Orlando Corporation
Renovator:	Sam Lapidus, Keystone Ridge Developments
Financial:	Michael Beg, BMO Bank of Montreal
Trade Contractor:	Jeff Martino, Martino Contracting
Ex-Officio:	Darren Steedman, DG Group Jack Torossian, Golden Been Homes

The Chair advised that nominations were received in the Service/Professional category of the membership. A ballot was prepared and distributed to the general membership as required by the by-laws. All ballots were returned to independent auditors, the MNP, for tabulation. Jessica Lacey, representing MNP, was asked to present the election results.

Jessica Lacey announced that a total of 246 electronic votes were cast and zero ballots were received by mail. There were zero spoiled ballots. In the Service/Professional category there were 7 candidates for 2 available positions and the following directors are elected for a two year term, until December 31, 2020:

Service/Professional:	Steve Schaefer, SCS Consulting TJ Cieciora, Design Plan Services
------------------------------	---

DESTRUCTION OF BALLOTS

Jessica Lacey advised that as per past Annual General Meeting procedures, all ballots and computer files for the election will be destroyed.

The Chair thanked all those that ran as candidates and congratulated those elected.

ELECTION OF OFFICERS

The Chair reviewed the Nominating Committee’s responsibility to recommend and prepare the slate for the Officers of the Corporation. The Nominating Committee presented the following acclaimed Officers to lead the Association in 2019:

Chair:	Cheryl Shindruk, Geranium
First Vice Chair:	Jason Sheldon, Remington Homes

The Nominating Committee also recommended the following individuals as Officers of the Association for 2019:

Secretary:	Leor Margulies, Robins Appleby LLP
Treasurer:	Howard Friedman, Travelers Canada

The Chair also advised that given the Governance Review that BILD will be undertaking in 2019, that the Nominating Committee is recommending that we do not appoint a Second Vice Chair until the conclusion of this review.

On a motion duly made by Sam Lapidus, seconded by Jim Andrews, the following resolution was passed:

BE IT RESOLVED THAT the members in attendance at the Annual General Meeting appoint the individuals, as presented, as officers of the Association.

The Chair called for any further nominations from the floor. After calling for any further nominations three times as required, there being no further nomination, this motion unanimously carried.

The Chair advised that the by-laws provide for the Chair of the Corporation to appoint five other members to the Executive Committee and two at-large members to the Board of Directors, which will be announced in due course.

APPROVE AND ADOPT THE AMENDMENTS TO BY-LAW NO. 1

A number of housekeeping changes were made to provide efficiencies in the day to day running of the association. These minor edits occur in Article 1, Article 2, Article 7 ad Article 8. The proposed changes were circulated to the membership on November 27 and December 3.

On a motion duly made by Leor Margulies, seconded by Blair Wolk, the following resolution was passed:

BE IT RESOLVED THAT the members present at the Annual General Meeting hereby approve that Articles aforementioned of General By-Law No. 1 be amended as outlined.

ADJOURNMENT

On a motion duly made, seconded and unanimously carried, the following resolution was passed:

BE IT RESOLVED THAT the formal meeting of members be adjourned at 12:23 PM on Tuesday, December 11, 2018.

REPORT FROM THE BILD CHAIR

BILD Chair, Darren Steedman, congratulated the new members, the Associate Award winners, and those elected to the Board and Executive, and addressed the membership as follows.

It has been my honour and pleasure to serve as BILD's Chair for the past two years.

Through the hard work of the Board, member volunteers and the BILD staff team, I am proud to say that your association is healthy, dynamic and evolving to make sure it remains the strong and respected voice of our industry.

The theme of this year's AGM is innovate, integrate and motivate and as we look back at the association's achievements in 2018, I would offer that it's very fitting.

Let's start with innovate. This past year was one of firsts for BILD.

In 2018, we undertook a comprehensive and integrated campaign across 28 municipalities ahead of the municipal elections. The first of its kind for us, the campaign generated large amounts of media attention, millions of social media impressions and firmly seated housing supply and affordability as top election issues.

The campaign also featured nine election talk/debate events (alone or in partnership) with almost 1,000 participants. Nearly 50 per cent of incumbent mayors signed the BILD pledge on housing supply and affordability. As a result, opinion polls demonstrated that concerns about housing were top of mind for voters across the GTA, paving the way for our advocacy with new councils. For BILD, this campaign was a first toe dip into the pool of integrated advocacy and communication campaigns, and as a first effort there were valuable key lessons that will be applied to future endeavors.

For BILD events and Home Shows, 2018 was also a year of firsts. We had record breaking members submissions and attendance for the BILD Awards, and record breaking attendance at the Industry Luncheon as well as the Industry Outlook Breakfast. In fact, the event staff hosted over 40 events in 2018 with over 5,000 attendees. Over 235,000 residents of the GTA attended our four Home Shows this past year.

The Fall Home Show attracted levels of attendance not seen since 2004, as complementary admission was provided courtesy of RenoMark. The show was a great success for exhibitors and provided valuable name recognition and marketing value for our renovator members, allowing us to test a concept we have been considering for some time.

Our communications saw a significant shift by placing a big emphasis on making headlines versus our previous more traditional paid media approach. This led to a significant increase in coverage across all media, providing us the opportunity to define our own narrative rather than letting others define it for us.

This past year BILD also launched its first major overhaul in the services it provides to renovator members in over a decade. The strategy is focused on updating the 2001 RenoMark Program; improving business value by starting group buying programs, and updating education programs that focus on building science and regulation, business management, customer relations and safety.

Integration has also been a prominent theme for BILD in 2018 as it looks to evolve how it works both

internally and with partner organizations to maximize impact and member value. Here are some highlights:

- *A key focus has been on efforts to break down internal silos and to un-lock the potential of “one-team”. This is about effectively using our resources and creating a culture that encourages BILD staff to be innovative, take risks, and try new things.*
- *Another significant evolution has been the integration of government relations and communication into integrated advocacy. In doing so, BILD will move toward a more holistic advocacy approach that leverages our combined strengths as a thought leader, spokesperson and government advocate.*
- *In extending our one-team approach to our partner organizations we continue to work collaboratively with our provincial partner (OHBA) and our federal partner (CHBA) on issues impacting the industry, and its customers in the GTA. This collaboration extends across advocacy to include events such as the recent Principal’s dinner with special guest the Honorable Doug Ford, Premier of Ontario. Looking forward, CHBA and BILD are starting a joint initiative to host a dedicated meeting of the Federal Housing Caucus in Toronto early in the new year to further inform MPs on the specific challenges in the GTA.*

Which brings me to motivate – which in the end is the whole point of what we do at BILD – we motivate changes in government policy, changes in perception, and greater levels understanding of our sector and its contribution to the GTA.

With the new focus and new level of energy, we have motivated a new level of engagement with the association. from all levels. This extends across all levels in the membership, stakeholders and government.

BILD was very active on policy issues in 2018 with activities and key wins on a variety of files including:

- *Cultural Heritage Landscape (CHL) designation and the use of a CHL designation to freeze land creeping beyond the beachhead of Glen Abbey. BILD made its own application to quash Oakville’s by-law in order to fight this precedent setting threat.*
- *Pushing back on our concerns with Bill 139. These concerns are beginning to be realized with the decision by the City of Toronto to amend secondary plans for Yonge-Eglinton (Official Plan Amendment 405) and downtown areas (Official Plan Amendment 406) through the use of Section 26 which effectively removes the right of appeal. Although the City of Toronto is the current focus, if this approach goes unchecked, it could set a dangerous precedent and fundamentally alter the planning process across the province.*
- *Education Development Charges (EDCs) - Following BILD’s latest submission to the Province for the Toronto Catholic District School Board’s EDC review, the Province filed a new regulation that essentially froze Education Development Charges at the rates that were in effect as of August 31, 2018. BILD is in support of the Ministry review of the EDC regime and has made it accordingly known to the government.*
- *Development Charge reviews in Whitchurch-Stouffville, Toronto and Vaughan that led to reductions, extended transitions or phase in for these added costs to our industry.*

- *Our partnerships with the City of Toronto on various initiatives that are yielding positive results including the Townhouse and Low-Rise Apartment Guidelines, the creation of the City of Toronto Chief Planners Industry Forum and the City of Toronto Renovator Roundtable.*
- *More importantly, and looking forward, are the strong and positive signals that we are getting from the Provincial government that at long last the input and perspective of our industry are valued and welcomed in creating policy that impacts our sector. We are particularly encouraged by the recent announcement that the government plans to table a Housing Supply Action Plan in the Spring of 2019. The plan will address the barriers to rental housing and new home ownership.*

As we consider the success that BILD has had on advocacy and GR files in 2018, I would like to thank and acknowledge the leadership of Chapter Chairs. These member volunteers are the grass roots leaders of the association. They are instrumental partners to BILD staff in achieving positive GR outcomes.

I would like to thank and acknowledge:

- *Michael Pozzebon, DG Group who is stepping down as Chapter Chair, York Region. A big welcome to Gabe DiMartino, Armland and Mike McLean from Fieldgate as the new co-chairs for York Chapter.*
- *Frank Filippo, Brookvalley Chapter Chair, Durham Region.*
- *Gary Switzer, MOD Developments, Chapter Chair, Toronto.*
- *Glen Wellings, Wellings Planning Consultants who is stepping down as Halton Chapter co-chair and Jason Sheldon, Remington Homes, co-chair Halton Chapter.*
- *Cheryl Shindruk, Geranium, who is stepping down as co-chair of the Simcoe Chapter to assume the role of BILD Chair and her co-chair Kim Taylor, Lormel Homes.*
- *And finally Jason Bottoni, Treasure Hill, who is stepping down as Peel Chapter chair.*

2018 has been a busy year for BILD and as I close out my term as Chair I am proud of what we have accomplished.

It is now my pleasure to welcome Cheryl Shindruk, incoming BILD Chair for 2019 and 2020 to walk you through a sneak peak of what you can expect in 2019.

Incoming Chair Cheryl Shindruk addressed the membership as follows:

Darren, on behalf of the Board and the entire association I would like to thank you for your dedication and service to BILD and the Board. I am looking forward to continuing the work you started as Chair.

In late November the BILD Board approved a new four year strategic direction for the association to cover the 2019-2022 period. The strategic plan has four pillars, but let me take a few minutes to drill down into some of the key deliverables for 2019.

To support our advocacy efforts in 2019, BILD will engage in a new reputation campaign that will address misrepresentations about our industry. It will explain what, where and why we build and how our industry invests in our economy, our infrastructure and in our community. The campaign will launch at the end of the first quarter of 2019 in select communities across the GTA. Based on the learnings from this initial phase, BILD will roll out the full campaign in the fourth quarter of 2019.

The reputation campaign and pilot will build on the experience we gained in national housing week in November 2018. There we used the “Elephant in the Room Advertisements” (developed in collaboration with Montana Steele) to profile the facts around housing supply and affordability, to drive the narrative and the discussion on the issue, rather than let them be driven by others.

To ensure that our Association is structured and governed in the most effective manner, BILD will be undertaking a review of our governance effectiveness. This will help ensure that our Board of Directors, Chapters, Committees and Council are properly positioned and structured to address emerging issues and opportunities, while being transparent and accessible at all times.

Our Home Shows provide an interesting and unique experience for attendees, a valuable business opportunity for our exhibitors and an important source of funding for the organization. In 2019, BILD will also be looking for opportunities to focus and to leverage our Home Shows so that they can help the general public understand our industry and the people that build the places where we live and work.

Lastly, with a new and receptive provincial government, new municipal governments across the GTA, increased consumer awareness of the housing supply and affordability crisis, and a Federal Election next October, we have an unparalleled opportunity to effect policy changes to the benefit of the industry and its customers. We will work with our provincial and federal partners to deliver meaningful change for our sector.

The momentum at BILD is growing. 2019 will be a pivotal year for us. I look forward to working with you as chair and I hope you share in the excitement of what we can deliver by working together.

Thank you and Happy Holidays.

Independent Auditors' Report

To the Members of Building Industry and Land Development Association:

Opinion

We have audited the financial statements of Building Industry and Land Development Association (the "Association"), which comprise the statement of financial position as at December 31, 2018, and the statements of operations, changes in net assets, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2018, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Markham, Ontario

April 23, 2019

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants



BUILDING A GREATER GTA
Building Industry and Land
Development Association

Memo

To: All Members Official Representatives

From: Dave Wilkes, President and CEO

Date: November 27, 2019

Re: New Governance Structure

As you are aware, in addition to business regularly addressed at our Annual General Meeting (AGM), we will also be tabling for approval a new Association governance structure.

This review is part of the Association's four year strategic plan which was presented at last year's AGM.

After much discussion including a thorough review at the Board's annual retreat the following proposals have been endorsed by the Association's Board of Directors. The new structure is summarized in the organizational chart. The roles and responsibilities of the Board and various Board committees are also detailed in the attached material. The necessary amendments to the Association by-laws are also attached in this circular under separate cover and will be voted on at the December 3rd AGM.

The Board of Directors is confident in this new structure and look forward to your support to continue to evolve BILD and ensure that the maximum value for your membership dollars is provided to our membership.

Please do not hesitate to reach out to me if you have any questions.

Dave Wilkes
President and CEO
BILD

20 Upjohn Rd, Suite 100
North York, ON M3B 2V9

Tel: 4163913445
Fax: 4163912118
www.bildgta.ca



Governance Structure

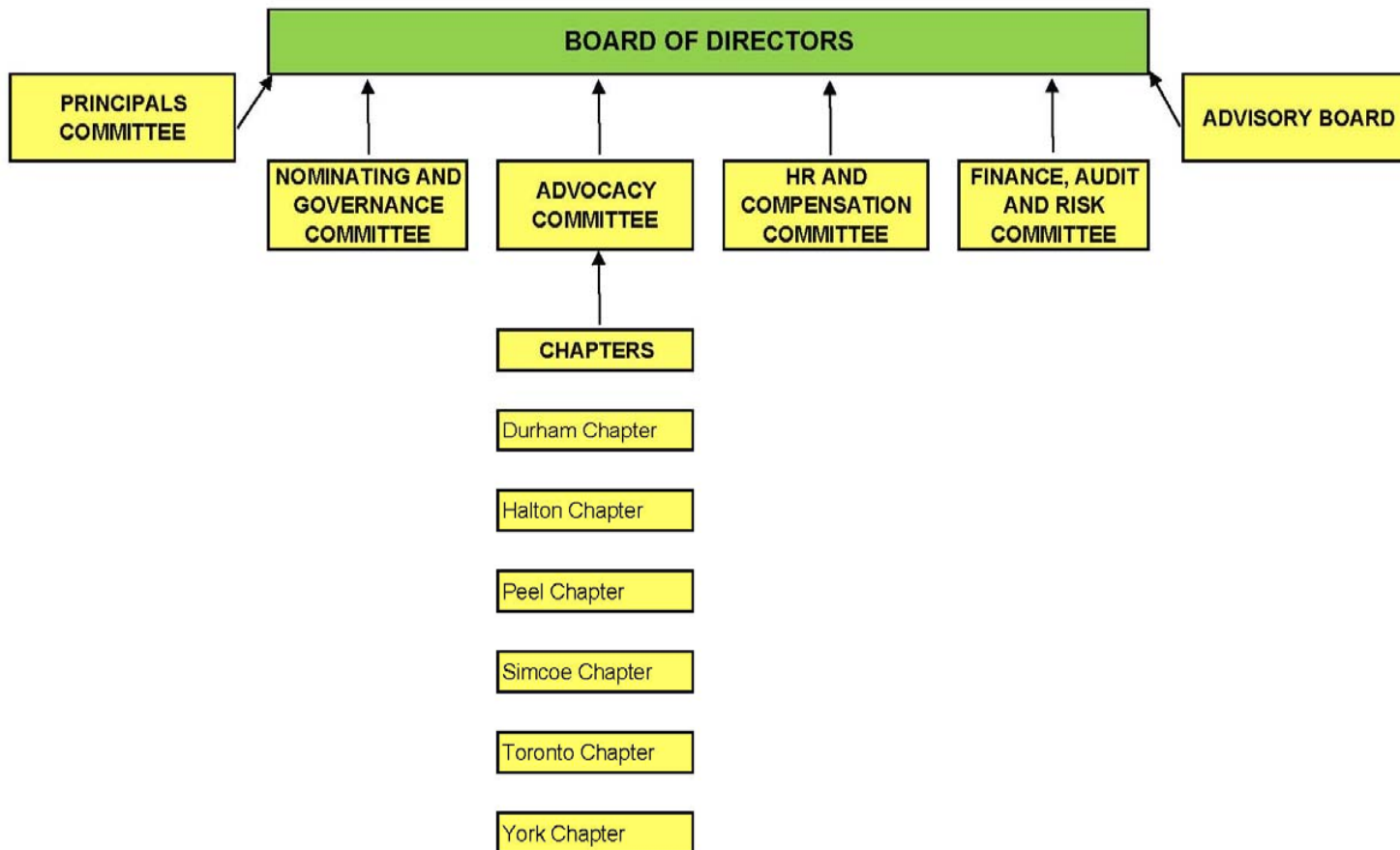




BILD Advisory Board Guidelines

Objectives of the BILD Advisory Board

The Building Industry and Land Development Association (BILD) believes that it is in BILD's and its Members' best interests to form an Advisory Board that will serve the following purposes:

- Provide timely knowledge and industry feedback about trends and key issues relative to the building and land development industry;
- Provide counsel to the President and Chief Executive Officer as required;
- Provide a venue for networking and amplification of BILD's strategy and activities to BILD's member categories;
- Serve as a talent pool for prospective Directors; and
- Suggest to BILD's staff possible new initiatives that may be considered.

Qualifications of Advisory Board Members

In general, members of the Advisory Board will be chosen by the Board of Directors, upon recommendation of the Nominating and Governance Committee.

Composition

The Advisory Board will be comprised of:

- Five (5) members of the Service/Professional category
- Three (3) members of the Manufacturer/Supplier category
- One (1) member of the Renovator category
- One (1) member of the Financial Services category
- One (1) members of the Trade Contractor category

The Advisory Board will meet with the Board of Directors twice a year.

What BILD Expects from Advisory Board Members

BILD expects the following from Advisory Board Members:

- Attendance and active participation in BILD events and a willingness to share candid opinions;
- Willingness to attend two meetings of the Advisory Board of BILD annually;

- Attendance, either in person, via conference or teleconference, on or in other meetings as invited; and
- Strict confidentiality about BILD's business and interests.

Leadership, Number of Advisory Board Members, and Term Limits

The Advisory Board will be co-chaired by the Chair of the Board of Directors (or a designate) and a member of the Advisory Board appointed by the Board of Directors.

The Advisory Board will consist of eleven members, each of whom will serve a two-year term with the possibility of one additional two-year term at the discretion of the Board of Directors of BILD. Advisory Board members may resign at any time, and the Board of Directors may ask an Advisory Board member to resign at any time without cause.

Additional Expectations for an Advisory Board Member

Advisory Board Members are also expected to:

- Attend all meetings;
- Consider and act in the best interest of BILD at all times;
- Comply with the BILD Code of Conduct;
- Declare perceived conflicts of interest as or if they arise;
- Comply with all relevant BILD policies and procedures; and
- Demonstrate credibility, integrity and high ethical standards in the individual Advisory Member's business dealings and personal affairs.



BILD Board of Directors Charter

The Building Industry and Land Development Association (BILD) Board is made up of sixteen (16) members of which at least eight (8) must be from the Builder/Developer category, one (1) from the Financial category, one (1) from the Service/Professional category, one (1) from the Manufacturer/Supplier category, one (1) from the Renovator category, one (1) from the Trade Contractor category, and three (3) Ex-Officio members – Immediate Past Chair of the Board, Renovator Council Chair and President and CEO. The structure and operation of the Board are defined by By-law No. 1, Article 4.1 (a).

The Board is charged with approving and overseeing the implementation of the strategic direction proposed by the CEO and other members of Management. As such, roles and responsibilities are aligned with BILD's administrative operations and requests from other Committees and Chapters.

Board oversight responsibilities are organized into five areas:

- Strategy, Policy, Government Relations, RenoMark, and Industrial, Commercial & Mixed Use Issues;
- Finance and Audit;
- Membership, Committee and Chapter Management;
- Risk Management; and
- Human Resources and Compensation.

The following are the roles and responsibilities of the BILD Board:

Strategic Planning and Policy Oversight

1. Take all reasonable steps to ensure Fiduciary and Duty of Care responsibilities to BILD are fulfilled.
2. Provide leadership and vision to supervise the Management of BILD in the best interests of the organization, including its Members and other stakeholders.
3. Provide leadership in setting the Vision, Mission, Strategic Plan, and Annual Budget and Operating Plan of BILD, in conjunction with the President and CEO.
4. Take all reasonable steps to ensure that programs of BILD are in keeping with BILD's Strategic Plan.

5. Provide direction to Chapters, Committees, BILD Staff, and consultants regarding issues relating to BILD that are in keeping with the Strategic Plan and Communications Strategy.
6. Recommend actions to Management on issues that impact the industry at large and make decisions on whether issues should be considered for funding by the Advocacy Fund in accordance with the Mission and Strategic Plan of the BILD.
7. Oversee the operations of important programs such as the Home Shows and RenoMark.

Finance and Audit Governance

1. Receive from the Finance, Audit and Risk Committee, and review and approve, the financial statements, reporting and disclosure of BILD.
2. Be responsible for directing the President and CEO regarding the financial commitments and operational functions of BILD, consistent with the foregoing.
3. Receive from the Finance, Audit and Risk Committee, and review and approve, the annual capital plan and budget of BILD.
4. Review and approve, in conjunction with the Finance, Audit and Risk Committee, the Auditor's Report and recommend BILD's External Auditor.
5. Take all reasonable steps, in conjunction with the Finance, Audit and Risk Committee, to ensure that BILD has proper financial controls in place and the income is managed properly while ensuring financial statements reflect key financial transactions and BILD's true financial condition.
6. Review and approve, in conjunction with the Finance, Audit and Risk Committee, expenditures outside the normal business of BILD, as defined by the approved budget in matters of Advocacy Fund and unusual expenses, and consistent with delegated authority to the President and CEO.
7. Ensure and Protect Resources, Financial and Board Competence:
 - Work with staff where necessary to protect BILD from legal action and safeguarding its integrity and brand.
 - Advise upon financial priorities in keeping with BILD's Strategic Plan and annual budget.
 - Advise on policies that ensure the current revenue sources are stable and sustainable in both the long and short terms.
 - Review and advise upon, proposed members and cancellations.

- Take all reasonable steps to ensure policies and practices are in place to protect the well-being, safety and development of staff, volunteers, members and other key stakeholders.
- Provide resources, time and other support to BILD when or as appropriate and requested, including participating, where appropriate, on advocacy, Nominating and Governance, Human Resources and Compensation, Finance, Audit and Risk Committees.
- Act as the hearing body for Membership Code of Ethics and Code of Conduct issues related to Resignation, Termination, Probation and Revocation.
- Regularly assess the performance of the Board to ensure the meeting of relevant roles and responsibilities and the presence of needed competencies.

Membership, Committee and Chapter Oversight

1. Regularly receive reporting and recommendations from the Finance, Audit and Risk Committee, the Human Resources and Compensation Committee, and the Nominating and Governance Committee.
2. Receive and recommend on Chapters and Committees' requests as they relate to issues, policy, programs or operations with cross chapter implications.
3. Review and recommend reports from Chapters and Committees on actions with impact on the industry at large, policy and financial implications on BILD.

Risk Governance

1. Provide direction and support on relevant BILD activities consistent with BILD's tax exempt status.
2. Review, approve, and take all reasonable steps to ensure the adequacy of the liability protection program for Directors and Officers.
3. Take all reasonable steps, in conjunction with the Finance, Audit and Risk Committee, to ensure that policies and procedures are in place to: identify BILD's material financial and non-financial risks and opportunities; address what risks are acceptable to BILD; and, ensure that appropriate systems and internal controls are in place to manage such risks. At the recommendation of the Finance, Audit and Risk Committee, review and approve annually the *BILD Board of Directors' Code of Conduct* and the *Employee Code of Conduct*, together with compliance with such Codes.

CEO Compensation, Succession, and Human Resource Oversight

1. Establish, in conjunction with the Human Resources and Compensation Committee, annual performance goals and objectives for, and review annually and in writing, the

performance of, the President and CEO on the achievement of the foregoing performance goals and objectives.

2. In conjunction with the Human Resources and Compensation Committee, review and approve the base and any performance incentive compensation of the President and CEO.
3. In conjunction with the Human Resources and Compensation Committee, review and approve an Emergency and Permanent Succession Plan for the President and CEO, which shall include appointing, training and monitoring the performance of senior Management.
4. Annually delegate approval authorities to the President and CEO and review and revise them as appropriate.
5. Review and approve BILD policies and procedures that will provide direction to BILD staff on policy, program, protocols and practices.

Other

1. Have authority to retain, oversee, compensate and terminate an advisor(s) who is independent of Management to assist the Board in its governance activities under this Charter. The foregoing retention is distinct from Management's role in retaining, overseeing, compensating and terminating advisors to assist Management in Management's activities.
2. Receive adequate funding from BILD for independent advisors and ordinary administrative expenses that are needed or appropriate for the Board to carry out its duties.
3. To honor the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Charter is delegated to the Secretary, who will report any amendments to the Board for review and approval at its next meeting.

Structure and Operations

Membership

- All Board members will be independent from BILD and its Management. Any Board member who, for any reason, is no longer independent may cease to be a Board member.

Chair/Vice-Chair/Secretary

- The Vice Chair shall be appointed by the Board from among its Members, on recommendation of the Chair of the Board.
- The Corporate Secretary, or designate, is Secretary to the Board.

Meetings

- The members of the Board shall determine the time and place of meetings, providing at least two weeks written notice, to each member of the Board.
- The Board shall meet at least six (6) times annually and as many additional times as needed to carry out its duties effectively. The Board may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.
- The Board shall meet in separate, non-management, closed or in-camera sessions with internal personnel or outside advisors, as needed or appropriate. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.

Quorum

- A majority of the Board shall constitute quorum.

Minutes

- The Secretary, or designate, shall prepare minutes and record deliberations and recommendations of the Board, and communicate the foregoing in a timely manner.
- Minutes will be reviewed and approved a majority vote of the Board members.
- All Board materials, including but not limited to minutes, meeting packages, and presentation materials, will be made available to, and be accessible by each Director and the Secretary.
- Board proceedings will be recorded in minutes, and all supporting documentation in the meeting packages will be stored and archived in accordance with BILD's records and information management policies and procedures, and as established by the Secretary.

Agenda and Meeting Materials

- The agenda and materials for each meeting shall be established by the Chair of the Board, in consultation with other Board members, the President and CEO and the Secretary, as necessary, and circulated to members of the Board so that the agenda and materials are received at least one week in advance of each meeting.

Accountability

- Decisions and recommendations of the Board will ordinarily be achieved by consensus. Recorded votes may be requested by members of the Board where consensus cannot be achieved.
- The Chair of the Board is responsible for ensuring that the Board functions within this Charter recommended by the Board.

Committee Resources

The Secretary or delegate provides support to the Board and shall attend the entirety of the meeting with the exception of closed and in camera sessions, attendance at meetings by invitation, and act as other executive Management liaisons to the Board.

The Board will have unfettered access to any personnel or information to fulfill this Charter.



Nominating and Governance Committee Charter

The Nominating and Governance Committee (Committee) is a Standing Committee of the Board of the Building Industry and Land Development Association (BILD), and has the oversight responsibility and specific duties described below.

The Committee's primary purpose is to advise the Board in fulfilling its responsibilities with respect to (i) identifying qualified candidates and recommending nominees for Director and Officer appointments that are based on desired competencies and attributes; (ii) reviewing and nominating candidates for the Advisory Board and all Committees of the Board and (iii) ensuring that Directors act with a view to the best interests of BILD at all times, and not the interests of a particular Stakeholder or the interests of oneself as a Director.

The Committee will seek to achieve the Diversity policy outlined in Appendix A. Furthermore, the Committee will assess Board candidates against prescribed competencies and attributes matrix (Appendix B), and decline nominations from members who in their judgement do not fulfill these requirements.

As part of its consideration the Committee will place emphasis on candidates for Board positions who have demonstrated competencies by serving on Committees of the Board, or in other volunteer participation such as Chapters and Advisory Board. The Committee will also encourage member Principals and members of yBILD to serve on the Board.

The Nominating and Governance Committee will:

1. Prepare a proposed slate of candidates to stand for election to the vacant positions on BILD's Board. The proposed slate will be circulated to BILD's membership.
2. Once or more every two or three years, as the Committee decides, review and assess the Guidelines and Charters for the Board and each Committee of the Board, and, in the Committee's discretion, recommend any changes to the Board and Committee(s) of the Board, as applicable, for consideration.
3. Receive regular reports from the Secretary of any minor technical amendments made to any of the corporate governance documents set out herein.
4. Review, every two or three years, the size, composition and operation of the Board to ensure effective decision-making and, in the Committee's discretion, make recommendations to the Board for consideration.

5. Regularly review and assess BILD's policies on tenure, rotation and terms of individual Directors and Board and Committee Chairs and, in the Committee's discretion, recommend any changes to the Board for consideration.
6. Review the Board materials regularly to ensure proper information is provided to Directors to facilitate decisions in a timely manner.
7. Oversee the development and implementation of the Director orientation program including: an organizational overview; a strategic overview; an overview of BILD's Vision, Mission and Strategic Plan; and, an overview of activities and commitments to ethical conduct and corporate responsibility.
8. Oversee the development, implementation and disclosure of the ongoing Director education program including: education sessions on BILD's Mandate by way of presentation; individual and/or group education sessions from internal personnel or external consultants on topics of importance to Directors and BILD.
9. Have authority to retain, oversee, compensate and terminate an advisor(s) who is independent of Management to assist the Committee in its governance activities under this Charter. The foregoing retention is distinct from Management's role in retaining, overseeing, compensating and terminating advisors to assist Management in Management's activities.
10. Receive adequate funding from BILD for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.
11. Undertake any other matters assigned by the Board.
12. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Charter is delegated to the Secretary, who will report any amendments to the Committee for review and approval at its next meeting.

Structure and Operations

Membership

- The Committee will be comprised of the Chair of the Board, the Vice Chair of the Board, the Immediate Past Chair of the Board, and up to three members appointed from the general membership, and in consultation with the Chair.
- All Committee members will be independent from BILD and its Management. Any Committee member who, for any reason, may cease to be a Board and Committee

member.

- All Committee members will possess, or seek to develop within one year of their appointment to the Committee, nominating and governance literacy or expertise.

Chair/Vice-Chair/Secretary

- Committee members will be appointed and removed by the Board. The Committee Chair shall be the Immediate Past Chair of the Board.
- The Vice Chair shall be appointed by the Committee from among its Members, on recommendation of the Chair of the Committee.
- The Corporate Secretary, or designate, is Secretary to the Committee.

Meetings

- The members of the Committee shall determine the time and place of meetings, providing at least two weeks written notice, to each member of the Committee, and meet at least two months prior to the Annual General Meeting.
- The Committee shall meet as required to carry out its duties effectively. The Committee may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.
- The Committee shall meet in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- The Committee shall meet in separate, non-management, in camera sessions at each regularly scheduled meeting. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- No error or omission in the giving of notice of any meeting of the Committee or adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken at the meeting.

Quorum

- A majority of the voting members of the Committee shall constitute quorum, with no fewer than two members voting.

Minutes

- The Secretary, or designate, shall prepare minutes and record deliberations and recommendations of the Committee, and communicate the foregoing in a timely manner.
- Minutes will be reviewed and approved by a majority vote of the Committee members.
- All Committee materials, including but not limited to minutes, meeting packages, and presentation materials, will be made available to, and be accessible by each Director and the Secretary.
- Committee proceedings will be recorded in minutes, and all supporting documentation in the meeting packages will be stored and archived in accordance with BILD's records and information management policies and procedures, and as established by the Secretary.

Agenda and Meeting Materials

- The agenda and materials for each meeting shall be established by the Committee Chair, in consultation with other Committee members, the President and CEO and the Secretary, as necessary, and circulated to members of the Committee so that the agenda and materials are received at least one week in advance of each meeting.

Accountability

- The Committee reports to the Board and makes recommendations to the Board for its consideration and, in the Board's discretion, approval.
- Decisions and recommendations of the Committee will ordinarily be achieved by consensus. Recorded votes may be requested by members of the Committee where consensus cannot be achieved.
- The Chair of the Committee will provide a written report on the Committee's activities and findings, and any recommendations of the Committee during regular meetings of the Board.
- The Chair of the Committee is responsible for ensuring that the Committee functions within this Charter recommended by the Board.

Committee Resources

The Secretary or delegate provides support to the Committee and shall attend the entirety of the meeting with the exception of closed and in camera sessions, attendance at meetings by invitation, and act as other executive Management liaisons to the Committee.

The Committee will have unfettered access to any personnel or information to fulfill this Charter.

Appendix A

BILD Board Diversity Policy

Purpose

The board diversity policy (Policy) sets out the approach to diversity on the Board of Directors (Board) of the Building Industry and Land Development Association (BILD).

Policy Statement

BILD recognizes and embraces the benefits of having a diverse board for effective decision making, a talent pipeline of prospective Directors, and the nature of the building and land development industries. BILD also views increasing diversity at the Board level as an important element in strong corporate governance. A diverse Board will include and make use of differences in skills, experience, gender, age, and ethnicity.

The Nominating and Governance Committee (Committee) reviews and assesses board composition for recommendation to the Board, recommends the appointment of new Directors, and oversees the conduct of the regular performance and effectiveness evaluations of the Board and Board Committees.

In reviewing board composition, the Committee will consider the benefits of all aspects of diversity, including those described above, in order to maintain an appropriate balance of skills, background, experience and knowledge on the Board. The Board as a whole should possess all of the skills, experience, and functional expertise necessary to oversee the strategic direction of BILD. The Committee will consider only candidates who are highly qualified based on their skills and experience, functional expertise and personal qualities. In identifying the highest quality Directors, the Committee will consider candidates on merit against objective criteria, with due regard for the benefits of diversity on the Board. The Committee will also consider the balance of skills, background, experience and knowledge on the board and the diversity representation

of the Board as part of the performance and effectiveness evaluations of the Board and Board Committees.

Measurable Objectives

The Committee will annually approve and recommend to the Board for approval all measurable objectives for achieving diversity on the Board. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Board has confirmed the importance of achieving measurable improvement over time of the following complement of Directors:

- With a target of 30% of Directors who are women;
- Directors of various ages, including “yBILD”, Principals; and
- Directors with differing backgrounds and experience.

Monitoring

The measurable objectives set by the Board for implementing this Policy and progress toward achieving those objectives will be actively monitored by the Board.

Review of Policy

This Policy will be reviewed on a frequency determined by the Committee.

Appendix B

BILD Director Competency and Attribute Review

Introduction

This BILD Director Competency and Attribute Review assesses, and has due regard for, current and prospective Directors’ Competencies and Attributes, who may be invited to serve on the Board of Directors of BILD on the recommendation of the Nominating and Governance Committee of the Board.

A Director Competency is defined as skill, knowledge, education, experience or expertise (i) that can be measured; (ii) that contributes to Director effectiveness; and (iii) that can be strengthened or diminished by the presence or absence of training and development.

A Director Attribute is defined as a quality, characteristic, trait, or behaviour that is inherent to the Director, that can be measured, that contributes to Director effectiveness, and that may be strengthened through self-awareness, mentoring and attention.

It is not necessary for Directors to be expert in many or even more than a small number of Competencies. Being very proficient in one Competency may mean that a Director is, by necessity, less proficient in others. This is perfectly fine, normal and acceptable. Attributes, however, should be possessed by each Director at as high of a level of proficiency as possible. What is important is that the Board of Directors has the collective coverage over the Competencies and Attributes that are necessary to provide oversight and strategic advice to BILD Management, and that the Board of Directors and each Director is as effective as possible in doing so.

Competency Description	Attribute Description
<p>Community Leadership</p> <p>Competency in leadership in a voluntary, community or professional organization. May have had an active leadership role in such organization, with entrepreneurial and democratic spirit.</p>	<p>Awareness and Influence Skills</p> <p>Displays awareness of oneself and one’s effect on a group, engages in persuasive reasoning, and can adjust approach accordingly. Has a positive impact on the Board and enhances decision-making.</p>
<p>Building Industry and Land Development</p> <p>Competency in BILD’s markets, strategy, business model, competitors, financials, operational issues, risks, regulatory concerns, technology, stakeholder expectations, and sound knowledge of where the building industry and land development is going.</p>	<p>Commitment</p> <p>Displays availability and willingness to travel, to attend, to be prepared for meetings, to contribute to Board and Committee functions, and to take leadership roles. Demonstrates an information-seeking orientation and knowledge of current issues facing BILD.</p>
<p>Engineering</p> <p>Competency, whether as an active or recently retired Professional Engineer or other senior executive, in areas of mechanical, chemical,</p>	<p>Communication Skills</p> <p>Displays an ability to listen thoughtfully, to raise questions constructively, to communicate in a clear, logical and well-</p>

Competency Description	Attribute Description
civil, electrical, management and geothermal engineering, with a successful track record of application to or within the building and land development industries and associated sectors.	timed manner, to encourage and build upon open discussion of key issues, and to build upon the opinions of others in a positive manner.
<p>Enterprise Leadership</p> <p>Competency, whether as a recent or current CEO, COO or other senior executive, in a profit and loss role, of a large, medium or small organization, including non-profit, with a successful track record of leading value creation and growth, implementing strategic direction, and being accountable for executive performance.</p>	<p>Independent Thinking</p> <p>Exhibits a willingness to formulate or maintain one’s own opinion, to constructively challenge prevailing opinion, to avoid potential or actual conflicts of interest, to not have any biases or preference for a particular stakeholder, and to act in the best interests of BILD at all times.</p>
<p>Environmental</p> <p>Competency in, or a strong understanding of, leading clean energy and environmental practices, associated risks and regulatory requirements, and in sound corporate responsibility and sustainable development practices and reporting, applied in particular to new homes.</p>	<p>Integrity</p> <p>Demonstrates and insists upon high ethical standards and character, maintains confidentiality, acts transparently, supports and is accountable for Board decisions, and maintains public confidence and goodwill of BILD’s stakeholders.</p>
<p>Financial and Accounting</p> <p>Competency, whether as a professional accountant, a prior or current CFO, or other type of proficiency, including, e.g., a CPA or CFA designation, with understanding of financial and/or audit matters, financial accounting, reporting, finance, investment, tax and capital structure.</p>	<p>Orientation Towards Consensus</p> <p>Demonstrates an orientation toward resolving differences of opinion, forging consensus, reaching solutions, and maintaining resiliency and composure under difficult circumstances.</p>

Competency Description	Attribute Description
<p>Governance</p> <p>Previous leadership role experience on a board of a large, medium or small organization, including non-profit, with mature governance and risk management practices.</p>	<p>Teamwork</p> <p>Demonstrates perception, acuity, tact and rapport to build constructive working relationships and dynamics with fellow Directors and Management that engender mutual trust, respect and collaboration.</p>
<p>Information Technology</p> <p>Competency in the development, integration, deployment and management of complex, enterprise-wide information technology solutions, including in the building industry. Experience in leading information technologies, including Internet-of-Things, energy efficiency, privacy, digitization, artificial intelligence, mobile, machine learning and innovation, and in application in new homes and land development.</p>	
<p>Legal</p> <p>Competency in building industry laws and regulation, including lending, property, real estate, construction and contract law, combined with sound commercial judgement, and an understanding of BILD's business and regulatory environment in which it operates.</p>	
<p>Marketing and Communications</p> <p>Competency in brand, reputation and communication; experience in providing oversight regarding strategic communications frameworks. Understanding of marketing,</p>	

Competency Description	Attribute Description
including social and traditional media, technology, brand, positioning and planning.	
<p>Member and Stakeholder Relations</p> <p>Competency in organizations with large membership base; knowledge of survey, satisfaction and engagement methodologies; competency in strategic management frameworks; knowledge of BILD Members' profile and opportunities; and credibility and contacts with BILD's Members and other Stakeholders (e.g., Builder/Developer, Renovator, Financial, Manufacturer/Supplier, Service/Professional and Trade Contractor).</p>	
<p>Planning</p> <p>Competency in urban and regional planning and development, including analysis, codes, design, enforcement, policy, public interest, regulation, resources and zoning concerned with the land use and the building industry, including air, communication, transportation and water. Excellent relations with other disciplines including architecture, engineering and the environment.</p>	
<p>Policy-Making</p> <p>Competency in government relations, regulation and advocacy; including in climate change and effects on BILD's sector and members. Understanding of policy-making, expected or</p>	

Competency Description	Attribute Description
<p>forthcoming regulation, and governmental workings, process and infrastructure.</p>	
<p>Risk Management</p> <p>Competency in risk management, including internal controls, audit, assurance, capital management, operational and natural disaster planning and recovery risks, and understanding of risk profile of BILD. Understanding of enterprise risk management, including identifying, controlling, reporting and assuring material financial and non-financial risks, within an overall risk appetite framework.</p>	
<p>Strategic Planning</p> <p>Competency driving strategic innovation, transformation and direction to lead and challenge the organization; understanding of the BILD’s history, strategy, revenue model, key performance indicators, industry dynamics, predictive trends, operations, financials, and stakeholder expectations; and strategic credibility of the foregoing with Management.</p>	



Principals Committee Charter

The Principals Committee (Committee) is a Standing Committee of the Board of the Building Industry and Land Development Association (BILD), and has the advisory responsibilities described below.

A “Principal” is defined as a, or the, significant shareholder of a company that is a Member of BILD’s builder/developer category.

The Committee’s primary purpose is to advise the President and CEO and the Board as appropriate, on medium and long-term strategic issues and opportunities.

The Committee shall meet twice per year or more as is necessary to deal with major industry issues on initiatives in person, and address critical issues that require input from Principals. Co-Chairs of the Committee shall be appointed to reflect the diversity of membership

The size of the Committee shall be between ten to fifteen Principal-Members, with membership balanced between all aspects of BILD builder/developer membership, and with a minimum of 75% membership from the Major/Ultra builder/developer categories. Committee members will serve for a period of two years, with an option for a second two-year term.

The current Chair of the Board will be an ex-officio member of this Committee.

The Principals Committee will:

1. Review short-term priorities, as well as address major industry issues or crises that warrant input from the Principals; and provide medium and longer-term strategic vision and advice to the President and CEO, the Board as appropriate.
2. Call for and lead Principal Member meetings where direction and funding is required for major BILD initiatives.
3. Identify opportunities to amplify BILD’s messages and influence within the Membership and other Stakeholder organizations.
4. Act as an advisory board, including in an individual capacity, for the President and CEO, other senior staff of BILD, and the Board.

5. Participate in meetings to discuss alignment and identify BILD and industry opportunities.
6. Act as ambassadors to broader Principal peer community and where necessary, facilitate broad based meetings with Principals community.
7. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Charter is delegated to the Secretary, who will report any amendments to the Committee at its next meeting.



Finance, Audit and Risk Committee Charter

The Finance, Audit and Risk Committee (Committee) is a Standing Committee of the Board of the Building Industry and Land Development Association (BILD), and has the oversight responsibility and specific duties described below.

The purpose of the Finance, Audit and Risk Committee is to assist the Board in fulfilling its responsibilities in safeguarding BILD and its assets by reviewing and making recommendations to the Board regarding, in no particular order: (i) ethical business conduct and conflicts of interest; (ii) financial policies, risk management and strategies; (iii) transactions or circumstances which could materially affect the financial profile of BILD; (iv) investment management activities; (v) the integrity of financial statements to be provided to Members and regulatory bodies; (vi) compliance with accounting and finance-based legal and regulatory requirements; (vii) the External Auditor's independence, qualifications and effectiveness; (viii) the system of internal accounting and financial and non-financial reporting controls that Management has established; and (ix) performance of the external audit processes. The Committee shall exercise such other powers as are authorized by the Board.

The Finance, Audit and Risk Committee will:

Finance, Audit and Risk Reporting

1. Recommend the External Auditors to the Board for approval and the scope of the audit, including fees.
2. Require the External Auditor to provide a timely report setting out (i) all critical accounting policies, significant accounting judgments and practices to be used; (ii) all alternative treatments of financial information within Generally Accepted Accounting Principles (GAAP) that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the External Auditor; and, (iii) other material written communications between the External Auditor and Management.
3. Have a clear understanding with the External Auditor that the External Auditor must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the External Auditor is to the Committee, as representatives of the Members.
4. Provide an avenue for communication between the External Auditor, financial and senior Management, and the Board.

5. Meet with the External Auditors and senior Management to review the results of the year-end audit, and to resolve any outstanding issues.
6. Pre-approve any non-audit related services performed by the External Auditor.
7. Review and address the management letter and the External Auditor's comments.
8. Review the adequacy of financial reports.
9. Review the appropriateness of the accounting policies used in the preparation of BILD's financial statements, and approve any changes to such policies.
10. Take all reasonable steps to ensure the adequacy of risk management and internal controls.
11. Discuss approaches and policies with respect to risk assessment and risk management, including the processes Management uses to assess and manage BILD's risks. Discuss major financial and non-financial risk exposures, and steps Management has taken to monitor and control such exposures.
12. Review the audited financial statements and recommend their approval to the Board.
13. Meet once or twice per year with the External Auditors, one meeting of which shall be to review the financial statements.
14. Perform any other function as required by law, or requested by the Board.

Financial Management, Budget and Reporting

16. Examine the financial and capital allocation strategies of BILD and their adequacy to support the long range directional plans of BILD.
17. Review the investment policy and strategies for BILD.
18. Annually review the instruments BILD is permitted to use for short-term and medium-term investments of excess cash, if or as applicable, and, in the Committee's discretion, make recommendations to the Board.
19. Oversee the Conflict of Interest Policy and anti-fraud protocols and controls.

20. Take all reasonable steps to oversee the implementation and oversight of the *Board of Directors' Code of Conduct* and the *Employee Code of Conduct* and make any resulting inquiries, investigations and recommendations to the Board for review and approval.
21. Review with Management, the Senior Vice President, Finance and Operations, and the External Auditor the methods used to establish and monitor BILD's policies with respect to unethical or illegal activities, or material conflicts of interest, by employees or Directors that may have a material impact on the financial statements, the *Board of Directors' Code of Conduct*, or the *Employee Code of Conduct*.
22. Recommend fiscal budgets to the Board in a timely manner for review and approval.
23. Oversee Management's performance with respect to required and recommended financial responsibilities, and provide advice to the Board.
24. At least annually, as part of the review of the annual financial statements, receive a report from the Senior Vice President, Finance and Operations, and Secretary concerning legal and regulatory matters that may have a material impact on the financial statements.
25. Once or more annually, as the Board decides, receive for consideration this Committee's evaluation of this Charter and any recommended changes. Review and assess this Committee's recommended changes and, in the Board's discretion, make recommendations for consideration.
26. With approval of the Board, have authority to retain, oversee, compensate and terminate an advisor(s) who is independent of Management to assist the Committee in its governance activities under this Charter. The foregoing retention is distinct from Management's role in retaining, overseeing, compensating and terminating advisors to assist Management in Management's activities.
27. Receive adequate funding from BILD for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.
28. In consultation with the President and CEO, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Director as necessary.
29. Undertake any other matters assigned by the Board.
30. To honor the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Charter is delegated to the Secretary, who will report any amendments to the Committee for review and approval at its next meeting.

Structure and Operations

Membership

- The Committee will be comprised of the Treasurer, the Secretary, and up to three members appointed from the general membership with knowledge of financial best practices, or otherwise, as recommended by the Board, in its discretion, and in consultation with the Chair.
- All Committee members will be independent from BILD and its Management. Any Committee member who, for any reason, may cease to be a Board and Committee member.
- All Committee members will possess, or seek to develop within one year of their appointment to the Committee, financial literacy or expertise.

Chair/ Secretary

- Committee members will be appointed and removed by the Board. The Committee Chair will be appointed by the Board. The Corporate Secretary, or designate, is Secretary to the Committee.

Meetings

- The members of the Committee shall determine the time and place of meetings, providing at least two weeks written notice, to each member of the Committee.
- The Committee shall meet two or three times annually and as many additional times as needed to carry out its duties effectively. The Committee may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.
- The Committee shall meet in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- The Committee shall meet in separate, non-management, in camera sessions at each regularly scheduled meeting. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- No error or omission in the giving of notice of any meeting of the Committee or adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken at the meeting.

Quorum

- A majority of the Committee shall constitute quorum.

Minutes

- The Secretary, or designate, shall prepare minutes and record deliberations and recommendations of the Committee, and communicate the foregoing in a timely manner.
- Minutes will be reviewed and approved by a majority vote of the Committee members.
- All Committee materials, including but not limited to minutes, meeting packages, and presentation materials, will be made available to, and be accessible by each Director and the Secretary.
- Committee proceedings will be recorded in minutes, and all supporting documentation in the meeting packages will be stored and archived in accordance with BILD's records and information management policies and procedures, and as established by the Secretary.

Agenda and Meeting Materials

- The agenda and materials for each meeting shall be established by the Committee Chair, in consultation with other Committee members, the President and CEO and the Secretary, as necessary, and circulated to members of the Committee so that the agenda and materials are received at least one week in advance of each meeting.

Accountability

- The Committee reports to the Board and makes recommendations to the Board for its consideration and, in the Board's discretion, approval.
- Decisions and recommendations of the Committee will ordinarily be achieved by consensus. Recorded votes may be requested by members of the Committee where consensus cannot be achieved.
- The Chair of the Committee will provide a written report on the Committee's activities and findings, and any recommendations of the Committee during regular meetings of the Board.
- The Chair of the Committee is responsible for ensuring that the Committee functions within this Charter recommended by the Board.

Committee Resources

The Secretary or delegate provides support to the Committee and shall attend the entirety of the meeting with the exception of closed and in camera sessions, attendance at meetings by invitation, and act as other executive Management liaisons to the Committee.

The Committee will have unfettered access to any personnel or information to fulfill this Charter.



Human Resources and Compensation Committee Charter

The Human Resources and Compensation Committee (Committee) is a Standing Committee of the Board of the Building Industry and Land Development Association (BILD), and has the oversight responsibility and specific duties described below.

The Committee's primary purpose is to advise the Board in fulfilling its responsibilities with respect to human resources; including, in no particular order: (i) development and updating of Human Resources Plan; (ii) human resources and compliance oversight responsibilities; (iii) President and Chief Executive Officer (CEO) evaluation and compensation; and (iii) President and CEO succession and development.

The Human Resources and Compensation Committee will:

1. Annually review and, in the Committee's discretion, make recommendations regarding the President and CEO's short-term and long-term organizational goals and objectives and performance measurement indicators.
2. From time to time, as the Committee decides, review and assess the Position Description for the President and CEO and, in the Committee's discretion, recommend any changes to the Board for consideration.
3. Annually (i) evaluate the performance of the President and CEO, considering the Position Description of the President and CEO, and the President and CEO's short-term and long-term organizational goals and objectives and key performance measurement indicators; and, (ii) recommend annual President and CEO compensation, including, as applicable, short-term and long-term incentive compensation, pension, retirement or deferred compensation, and severance compensation, considering BILD's philosophy, pay design structure, performance, the value of similar incentive awards to President and CEOs at comparable organizations, and the awards given to BILD's past President and CEOs where relevant.
4. Establish or review, as or if warranted, the President and CEO's employment agreement and make recommendations for any establishment or revision, as the case may be, in conjunction with the President and CEO, to the Board for review and approval.
5. Annually review temporary and permanent successors for the President and CEO, in case of absence or disability, and for succession planning purposes; review executive Management succession and development plans; and, in the Committee's discretion, make recommendations to the Board for review and approval.

6. Have authority to retain, oversee, compensate and terminate an advisor(s) who is independent of Management to assist the Committee in its governance activities under this Charter. The foregoing retention is distinct from Management's role in retaining, overseeing, compensating and terminating advisors to assist Management in Management's activities.
7. Receive adequate funding from BILD for independent advisors and ordinary administrative expenses that are needed or appropriate for the Committee to carry out its duties.
8. In consultation with the President and CEO, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Director as necessary.
9. Undertake any other matters assigned by the Board.
10. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Charter is delegated to the Secretary, who will report any amendments to the Committee for review and approval at its next meeting.

Structure and Operations

Membership

- The Committee will be comprised of the Chair of the Board, the Vice Chair of the Board, and up to three other members appointed from the general membership, and in consultation with the Chair.
- All Committee members will be independent from BILD and its Management. Any Committee member who, for any reason, is no longer independent may cease to be a Board and Committee member.
- All Committee members will possess, or seek to develop within one year of their appointment to the Committee, human resources literacy or expertise.

Chair/Vice-Chair/Secretary

- Committee members will be appointed and removed by the Board. The Committee Chair will be appointed by the Board.
- The Vice Chair shall be appointed by the Committee from among its Members, on recommendation of the Chair of the Committee.
- The Corporate Secretary, or designate, is Secretary to the Committee.

Meetings

- The members of the Committee shall determine the time and place of meetings, providing at least two weeks written notice, to each member of the Committee.
- The Committee shall meet at least once annually as required and as many times as needed to carry out its duties effectively. The Committee may, on occasion and in appropriate circumstances, hold a meeting by telephone conference call.
- The Committee shall meet in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- The Committee shall meet in separate, non-management, in camera sessions at each regularly scheduled meeting. The outcome(s) of any foregoing session will be shared for appropriate implementation and documentation needs of BILD.
- No error or omission in the giving of notice of any meeting of the Committee or adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken at the meeting.

Quorum

- A majority of the Committee shall constitute quorum.

Minutes

- The Secretary, or designate, shall prepare minutes and record deliberations and recommendations of the Committee, and communicate the foregoing in a timely manner.
- Minutes will be reviewed and approved by a majority vote of the Committee members.
- All Committee materials, including but not limited to minutes, meeting packages, and presentation materials, will be made available to, and be accessible by each Director and the Secretary.
- Committee proceedings will be recorded in minutes, and all supporting documentation in the meeting packages will be stored and archived in accordance with BILD's records and information management policies and procedures, and as established by the Secretary.

Agenda and Meeting Materials

- The agenda and materials for each meeting shall be established by the Committee Chair, in consultation with other Committee members, the President and CEO and the Secretary, as necessary, and circulated to members of the Committee so that the agenda and materials are received at least one week in advance of each meeting.

Accountability

- The Committee reports to the Board and makes recommendations to the Board for its consideration and, in the Board's discretion, approval.
- Decisions and recommendations of the Committee will ordinarily be achieved by consensus. Recorded votes may be requested by members of the Committee where consensus cannot be achieved.
- The Chair of the Committee will provide a written report on the Committee's activities and findings, and any recommendations of the Committee during regular meetings of the Board.
- The Chair of the Committee is responsible for ensuring that the Committee functions within this Charter recommended by the Board.

Committee Resources

The Secretary or delegate provides support to the Committee and shall attend the entirety of the meeting with the exception of closed and in camera sessions, attendance at meetings by invitation, and act as other executive Management liaisons to the Committee.

The Committee will have unfettered access to any personnel or information to fulfill this Charter.

Memo

To: All Members Official Representatives
 From: Dave Wilkes, President and CEO
 Date: November 27, 2019
 Re: By-Law Changes

On behalf of the BILD Board of Directors, I am sharing changes to BILD By-Law Number 1 that will be presented and voted on for adoption at the December 3rd Annual General Meeting (AGM).

The following table summarizes the material changes that were unanimously approved by the Board of Directors at their November 26, 2019 meeting.

We look forward to your support and please do not hesitate to reach out to me in advance of the AGM if you have any questions or require further background information.

Section	Description
2.2	Specifies that if a member resigns and then reapplies for membership, any fees including special levies that were applicable at time of resignation or the following year(s), plus arrears, must be paid to be reinstated.
4.1 (a)(b)	The Board is now 16 members including 3 ex-officio positions: Immediate Past Chair of the Association (voting), Chair of the Renovator and Custom Builder Council (voting), and President and CEO (non-voting).
4.3 (b)	Grandfathers term limit for current members of the Executive. As such, all members including existing members of the Executive Committee are entitled to serve a maximum of four 2-year terms on the new Board.
4.3 (c)	Defines process for managing Board resignations due to non-attendance.
4.4	Provides for a process where a Director ceases to be a member or part of a member.
5.2(a) and 5.4	Provides Nominating and Governance committee with the responsibility to ensure all Board nominees meet the competencies criteria and if the committee deems that they do not, their nomination will not be accepted.
5.4 (f)	Provides Nominating and Governance committee with the authority to recommend candidates to the Board to fill vacancies.

7.5	In case of a tie vote, Chair casts deciding vote.
8	The process of putting a member on probation or revoking or not renewing their membership has been clarified so that a presentation is made to the Ethics Committee first and then written representations by the member can be made to the Board for final decision.
10	Certain protective indemnities are included for the Directors and Officers.
16.1	Notices of meetings can be done by way of electronic means including general newsletters or association publications.
17.1	New councils and committees can and will be established by the Board with specific structure and rules over the course of 2020.
20.1	The new By-law will come into effect January 1, 2021, save and except that the new election process for the reduced Board will take effect in the fall of 2020 for the Board that will be in place as of January 1, 2021.

Dave Wilkes
 President and CEO
 BILD



BILD

BUILDING A GREATER GTA
Building Industry and Land
Development Association

General By-Law Number One

as amended _____, 2019

ARTICLE 1 – MEMBERSHIP

- 1.1 Subject to the terms herein, membership in the Building Industry and Land Development Association (the “**Association**”) shall be open to companies, firms, partnerships or individuals in the following categories:
- (a) **Builder/Developer Category:** Companies, firms, partnerships or individuals engaged in home building, residential and/or non-residential land development industries;
 - (b) **Renovator Category:** Companies, firms, partnerships or individuals whose business it is to refit, refurbish, improve or add to existing home building stock;
 - (c) **Manufacturers & Supplier Category:** Companies, firms, partnerships or individuals manufacturing or selling building materials, supplies or equipment, or otherwise engaged in the promotion of home building;
 - (d) **Trade Contractor Category:** Companies, firms, partnerships or individuals who provide services as contractors or sub-contractors on home building projects;
 - (e) **Professional Services Category:** Companies, firms, partnerships and individuals providing professional services to the home building, and residential and/or non-residential land development industries; and
 - (f) **Financial Services Category:** Companies or firms engaged in the lending of mortgage funds or provision of financial services to the home building, residential and/or non-residential land development industries.
- 1.2 Except as hereinafter specified, a company, firm, or partnership which is a member of the Association (collectively, a “**Corporate Member**”) shall be entitled to only one vote at meetings, and only one representative of such company, firm or partnership in the Association shall be named when an application is made for membership. The representative may be changed from time to time by notice in writing to the Association.
- 1.3 Any individual in a company, firm or partnership which is a member of the Association in one of the above-noted categories (an “**Individual Member**”) may apply for an individual membership and the membership fee to be paid upon being granted an additional individual membership shall be that applicable to the class of membership to which said company, firm or partnership belongs. No such additional individual membership shall carry with it the right to vote at meetings of the general membership but shall otherwise have all the rights afforded any member of the Association as provided herein.

ARTICLE 2 – APPLICATION AND ADMISSION TO MEMBERSHIP

- 2.1 Applications for membership shall be on a form approved by the Board of Directors of the Association (the “**Board**”) and shall be signed by an authorized representative of the applicant. The application shall be accompanied by a copy of the Association’s By-Laws and Code of Ethics and shall further contain an acknowledgement of, and an agreement

to abide by, the Association's By-Laws, Code of Ethics and any other rule or regulation of the Association.

- 2.2 The membership fee established from time to time by the Board for admission to membership in the Association shall accompany the written application for membership. This fee will be in addition to any special charges or assessment applicable at the time, which may be charged upon the Association's acceptance of the application, any prior membership arrears or any special charges, assessments or levies that were assessed for the year or years following the last year of prior membership of the applicant, provided written notice was received by the applicant of such pending special charges, assessment or levies.
- 2.3 Upon receipt of the application for membership, the Board or a committee appointed by the Board, may investigate the eligibility of the applicant for membership in accordance with its admission policy in effect at the applicable time and submit a report to the Board disclosing the results of its investigation.
- 2.4 A member is admitted to membership in the Association upon a favourable approval of two-thirds of the Board present at a meeting of the Board or participating by electronic means. Membership in the Association shall commence on the date upon which the application for membership is approved by the Board.
- 2.5 An application for membership may be reserved for further consideration upon an approved motion by the Board on a majority vote to that effect.

ARTICLE 3 – MEMBERSHIP RIGHTS

- 3.1 Subject to anything hereinbefore or hereinafter contained to the contrary, all paid up members of the Association shall have the right to vote, hold office and exercise the rights and privileges granted or conferred by the Association.
- 3.2 All members of the Association in good standing shall have the right to be considered for continued membership in the Association on or before the anniversary of the commencement of their membership in the Association.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 Board Positions

- (a) The number of director positions on the Board shall be fixed at 15 (subject to increase as per Section 4.2(a)) and the positions shall be filled as follows (subject to Section 4.4):
 - (i) The Immediate Past Chair of the Association (ex-officio);
 - (ii) The Chair of the Renovator & Custom Builder Council (ex-officio);
 - (iii) Eight (8) individuals from a member of the Builder/Developer Category;
 - (iv) One (1) individual from a member of the Renovator Category;
 - (v) One (1) individual from a member of the Financial Services Category;

- (vi) One (1) individual from a member of the Professional Services Category;
 - (vii) One (1) individual from a member of the Manufacturers & Suppliers Category; and
 - (viii) One (1) individual from a member of the Trade Contractor Category,
(collectively, the “**Directors**” and each a “**Director**”).
- (b) The President and CEO, of the Association shall be entitled to attend the meetings of the Board and to receive all information provided to the Directors, but shall not be permitted to vote on any matters submitted for a vote of the Directors.

4.2 **Number of Directors**

- (a) The number of Directors shall remain fixed, subject to amendment from time-to-time by special resolution of the members to increase or decrease the number of Directors. Upon the coming into force of the *Not-for-Profit Corporations Act* (Ontario), the members may by special resolution (being 2/3rds of those members voting in person, by proxy or by electronic measures at a meeting called for such purpose if quorum is obtained), vote to amend the articles of incorporation of the Association to set a minimum or maximum number of directors and, subject to any legislation providing otherwise, to permit the Board to set the number of directors by a resolution of the Directors.

4.3 **Term**

- (a) The Directors shall assume office on January 1st of the year following their election, and shall continue to hold office for a period of two consecutive years (a “**Term**”).
- (b) No member of the Association shall be qualified to be elected to the Board in the event that the member has, immediately prior to the date for election of Directors, held the office of a Director for an uninterrupted period of four consecutive Terms (the “**Maximum Service Period**”); notwithstanding the foregoing, any Director who is also a member of the Executive Committee (as that term is used in the by-law which was in force immediately prior to this by-law) at the date that this by-law is approved by the members shall not be subject to the Maximum Service Period restriction and shall be entitled to hold the office of Director for up to a further four (4) consecutive Terms.
- (c) The absence of any Director, except the Immediate Past Chair, from three (3) consecutive meetings of the Board without written reason filed with the Secretary and deemed adequate by the Board, shall constitute the automatic resignation of such Director therefrom.

4.4 **Eligibility**

- (a) To be eligible for election as a Director of the Association, the individual must be employed by, be the principal of, a Corporate Member or be the Association member himself/herself which is a member in a category listed in section 4.1(a). If, after having been elected, the Director ceases to be an employee or principal of such Corporate Member, or an Association member himself/herself, the Director

shall, unless within 60 days thereof the Director becomes employed by, or becomes the principal of, a Corporate Member or an Association member himself/herself in the same category listed in section 4.1(a) in which the Director was first elected, be ineligible to continue to be a Director of the Association and shall be deemed to have resigned his or her directorship at the end of such 60 day period.

- (b) If the Director becomes ineligible to continue the directorship and is deemed to have resigned from the directorship as per Section 4.4(a), the Board shall appoint a new Director from the same category of membership as the departing Director to act for the remainder of the departing Director's term.

ARTICLE 5- ELECTION OF DIRECTORS AND OFFICERS

5.1 Nominating Committee

- (a) The Nominating and Governance Committee (the "**Nominating Committee**") for the annual election of Directors will meet at least two months prior to the annual meeting and will be constituted of the Board Chair, Vice Chair, the Immediate Past Chair, and up to three (3) other Directors as recommended by the Board and in consultation with the Chair and Vice-Chair. Subject to Section 5.4(f), the Nominating Committee shall be chaired by the Immediate Past Chair, or, in such person's absence or inability to act, by an eligible Past Chair/President of the Association nominated by the President and Chief Executive Officer and in the case of a tie vote on any matter, the Chair shall be entitled to cast a deciding vote.
- (b) A majority of the members of the Nominating Committee shall constitute quorum.
- (c) The chairperson of the Nominating Committee shall be the Immediate Past Chair or, in such person's absence, inability or unwillingness to act, the Past Chair who has most recently preceded that person in the Chair's office and who is able and willing to act.

5.2 Election of Directors

- (a) It shall be the duty of the Nominating Committee to prepare a slate of candidates for election to the Board based on criteria established by the Board from time-to-time ("Criteria");
- (b) The Nominating Committee will circulate to the membership the list of candidates for election to the Board, together with a call for additional nominations, at least 45 days prior to the closing of the polls. The Board shall be elected from the list submitted by the Nominating Committee together with such other members as may be duly nominated by mail or any electronic means. The Nominating Committee shall have the ability to reject any such nominations, if it decides after due consideration, that the proposed nominee does not meet the Criteria. It shall be the duty of the Secretary to advise the membership of the final list of candidates at least 20 days prior to the closing of the polls.
- (c) Each member shall vote for no more than:
 - (i) Eight (8) nominees of the Builder/Developer category;

- (ii) One (1) nominee of the Renovator Category;
- (iii) One (1) nominee of the Financial Services Category;
- (iv) One (1) nominee of the Professional Services category;
- (v) One (1) nominee of the Manufacturers & Suppliers category; and
- (vi) One (1) nominee of the Trade Contractor category.

The nominees of each category receiving respectively the highest number of votes, shall be declared elected.

- (d) In the event that two (2) or more nominees for election to the Board receive the same number of votes from the membership and the number of votes received would have resulted in election to the Board had only one person received that number of votes, there shall be a further vote of the membership at the annual meeting with the only nominees being those individuals with the same number of votes on the previous ballot. The nominee who receives the most votes on the subsequent ballot shall be elected to the Board. This process shall be repeated until such time as a nominee receives the greatest number of ballots cast by the membership and is thereby elected to the Board.

5.3 **Vacancies on the Board**

In the event that a Director retires or is removed from the Board for any reason whatsoever, the vacancy on the Board thereby created shall be filled by a new member. The Nominating Committee shall convene and recommend to the Board a replacement Director for approval and appointment by the Board to hold the office of Director for the remainder of the departing Director's Term.

5.4 **Appointment of Officers**

- (a) The Officers of the Association shall consist of:
 - (i) the Chair;
 - (ii) the Immediate Past Chair (ex officio);
 - (iii) the First Vice Chair;
 - (iv) the Secretary;
 - (v) the Treasurer; and
 - (vi) the President and Chief Executive Officer,
- (b) It shall be the duty of the Nominating Committee to prepare a proposed slate of officers to be appointed by the Board by way of resolution of the Directors at the first meeting of the Board after the annual meeting in which the Directors are elected.

- (c) Subject to subsection 5.4(d), to be eligible for appointment as an Officer of the Association, the candidate must be a Director (save for the President and Chief Executive Officer) during the term of the appointment as an Officer.
- (d) To be eligible for election to the office of Chair and First Vice Chair, a member must be in either of the Builder/Developer or Renovator categories and must be actively engaged in building new home construction and/or the development of land for building purposes or in the business of refitting, refurbishing, adding to or improving existing building stock.
- (e) The outgoing First Vice-Chair shall automatically succeed to the outgoing Chair, and if that person is in the second year of his or her term as a Director and would otherwise have to stand for re-election, the Nominating Committee will deem that person to be acclaimed as a Director in the category in which the Director was previously elected, assuming that person's continued eligibility. In the event that the Chair during his or her term resigns or is otherwise unable to continue to fulfill his or her duties, the First Vice Chair shall automatically succeed to the Chair's position for the balance of his or her term. In such event, the Vice Chair shall also be permitted to automatically succeed for the full 2 year term following the end of the term in which the Chair has succeeded to the previous Chair as a result of such resignation or early departure.
- (f) Once appointed, the Officers shall continue to hold the position for the duration of their respective Term as a Director, unless removed earlier by a resolution of the Board. In the event an Officer is removed by resolution of the Directors or otherwise retires or is unable to continue in his or her position, the Nominating Committee shall convene and recommend to the Board a replacement for approval and appointment by the Board.
- (g) The President and Chief Executive Officer shall be appointed by the Board and shall continue to hold office at the discretion of the Board.

ARTICLE 6 – MEMBER MEETINGS

6.1 Meetings of Members

- (a) The annual meeting of the Association shall be held at such time in November or December as the Board shall determine.
- (b) General or special meetings shall be held at such time as the Board shall determine.
- (c) A quorum at a general or special meeting shall consist of at least five (5) percent of the voting members of the Association who are entitled to vote at the meeting and all decisions shall be based on majority vote unless the decision relates to dissolution of the Association, in which case such decision shall require a 2/3rds majority of members voting.

6.2 Notice

- (a) Each Member shall be provided with:

- (i) in the case of a general or special meeting, at least ten (10) business days' written notice of any general or special Meeting of the Association;
- (ii) in the case of an annual meeting, at least five (5) business days' written notice of any annual meeting.

6.3 **Voting**

- (a) Every member entitled to vote at a meeting of members may vote:
 - (i) in-person at the meeting;
 - (ii) by appoint of a proxyholder, or one or more alternate proxyholders, as his nominee to attend, act, and vote at the meeting in the same manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his or its attorney.

The Board of Directors may fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Association, and any time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Association specified in the notice or if, no such time having been specified in the notice, it has been received by the secretary of the Association or by the chairman of the meeting or any adjournment before the time of voting; or
 - (iii) by such electronic process as may be established by the Board from time-to-time.

ARTICLE 7 – DIRECTORS MEETINGS

- 7.1 At least five (5) business days' notice of any meeting of the Board, specifying the place, the day and the time, and in the case of special business, the nature of such business, shall be given to each Director.
- 7.2 No extraordinary expenditure not forecast in the current budget or an extraordinary increase in an amount in the current budget, nor any change in the basic policy of the Association shall be made, without approval of such by a two-thirds (2/3) majority vote of the Directors present at a meeting of the Board, of which all Directors shall have received information in writing, as to the nature of the business at least five (5) business days prior to the meeting.
- 7.3 Meetings of the Board shall be held at such time or times as the Chair of the Association shall determine.
- 7.4 A quorum for the transaction of business at meetings of the Board shall consist of a majority of the voting Directors of the Board.
- 7.5 Subject to Section 7.2, all decisions shall be by way of a majority vote, and in the case of a tie vote on any matter, the Chairman of the meeting shall be entitled to cast a deciding vote.

- 7.6 In the event of an emergency situation, the notice period in Sections 7.1 and 7.2 can be reduced to one (1) business day.

ARTICLE 8 – RESIGNATION, PROBATION, REVOCATION AND TERMINATION

- 8.1 Any member while in good standing, may resign from the Association. Such resignation shall be made in writing. Resignation shall become effective on the date of acceptance by the Board.
- 8.2 The membership of any member of the Association may be forthwith terminated at any time in the event that a member ceases to meet the minimum standards of eligibility as set out in Article 1 of this By-Law.
- 8.3 A member of the Association may have their membership reviewed and made subject to probation for cause, including and without limiting the generality of the foregoing, for:
- (a) non-payment of fees, dues or other assessments for a period of thirty (30) calendar days from the date due;
 - (b) unethical conduct toward other branches of the industry or fellow members;
 - (c) for failure to abide by the By-laws, rules, regulations or the Code of Ethics of the Association;
 - (d) conduct detrimental to the good name of the home building, residential and/or non-residential land development industries.
- 8.4 A membership in the Association may be placed on probation for a period of time and upon terms and conditions as the Board, in its unfettered discretion, shall consider appropriate in a particular circumstance as recommended by an Ethics Committee struck by the Board from time-to-time. A decision to place a membership on probation, the duration of the period of probation and any terms and conditions accompanying same shall be effective upon two thirds (2/3) majority vote of the Directors of the Association present or voting at a Board meeting.
- 8.5 A member shall be given prior written notice of the meeting of the Board at which the matter of the placement of its membership on probation shall be considered and, further, shall be afforded the opportunity to make written submissions only to the Board. Where the member involved is a member of the Board, or has a representative on the Board, such member or representative shall not be entitled to a vote, participate in the applicable portion of the meeting, nor shall the member or their representative be counted as a member of the Board in determining the two-thirds (2/3) majority vote of the Board as set out in Section 8.4.
- 8.6 Where a membership in the Association has been placed on probation on terms and conditions imposed by the Board and such terms and conditions have not been fulfilled by the member within the time stipulated in the decision to place the membership on probation, such non-fulfillment of terms and conditions shall constitute cause for which the membership may be revoked and such membership may, in fact, be revoked upon a two-thirds (2/3) majority vote of the Directors of the Association, present at a Board meeting or by electronic means.

- 8.7 A membership in the Association may be revoked for cause, including and without limiting the generality of the foregoing, for:
- (a) non-payment of fees, dues or other assessments for a period of thirty (30) calendar days from the date due;
 - (b) unethical conduct toward other branches of the industry or fellow members;
 - (c) failure to abide by the By-laws, rules, regulation or the Code of Ethics of the Association;
 - (d) conduct detrimental to the good name of the building industry.
- 8.8 A membership in the Association shall be revoked, or the Board may refuse to renew a membership for cause, upon a two-thirds (2/3) majority vote of the Directors of the Association present at a meeting called to consider the proposed revocation or by electronic means.
- 8.9 Except in the case of non-payment of fees, a member shall be given prior written notice of the meeting of the Board at which the matter of the revocation or non-renewal of their membership in the Association will be considered and, further, shall be afforded the opportunity to make written submissions to the Board. Where the member involved is a member of the Board or has a representative on the Board, neither the member or its representative shall be entitled to vote nor attend at the meeting or be counted as a member of the Board in determining the two-thirds (2/3) majority vote of the Board as set out in Section 8.8.
- 8.10 Upon resignation, revocation, termination, or refusal to renew the membership in the Association, the total interest of the member who has resigned from the Association or whose membership has been terminated, revoked or refused, including dues, assessments, and any other assets in the Association, shall be forfeited.

ARTICLE 9 – PAYMENT OF OFFICERS

- 9.1 With the exception of the President and Chief Executive Officer, no Officer of the Association shall receive any remuneration for the services such persons render, except upon majority vote to that effect at a general meeting of the Association.
- 9.2 The President and Chief Executive Officer's remuneration shall be such as is recommended by the Human Resources and Compensation Committee and approved by the Board as part of the overall operating budget.
- 9.3 Salaries of employees shall be fixed by the President and Chief Executive Officer subject to approval of the overall salary and benefits budget approved by the Board.

ARTICLE 10 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 10.1 Every Director and Officer of the Association in exercising its powers and discharging its duties to the Association shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for

any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the *Corporations Act* (Ontario)(the “**Act**”) and the regulations thereunder or from liability for any breach thereof.

- 10.2 Subject to the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Association's request as a Director or Officer or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Association or other entity. The Association shall also indemnify that person in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.
- 10.3 Subject to the Act, the Association may purchase and maintain such insurance for the benefit of any person referred to in section 10.2 hereof as the Board may from time to time determine.

ARTICLE 11– AUDITOR

- 11.1 An auditor of the Association shall be recommended by the Board and approved by the membership each year at the annual meeting, to hold office until the next annual meeting of the Association, at a remuneration to be fixed by the Board.

ARTICLE 12 – CHEQUES, DRAFTS AND NOTES

- 12.1 Unless authorized by the Board to the contrary, all cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two Officers.

ARTICLE 13 – EXECUTION OF DOCUMENTS

- 13.1 Unless authorized by the Board to the contrary, all contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two Officers, and instruments in writing so signed shall be binding upon the Association.

ARTICLE 14 – AFFILIATION WITH OTHER ORGANIZATIONS

- 14.1 The Association may, upon favourable vote at a meeting of the Board, affiliate with and elect representatives to any other organization having similar aims, objects and objectives, but at all times the identity of the Association as such, must be maintained.

ARTICLE 15 – AMENDMENTS

- 15.1 This By-Law may be repealed or amended by a by-law or resolution enacted by a two-thirds (2/3) majority vote of the Directors present at a meeting of the Board called for such purposes. The by-law so enacted shall only be effective until the next annual meeting of the members unless it is confirmed by a resolution of the majority of members thereat or by resolution of the majority members passed at an intervening general or special meeting.

ARTICLE 16 – MISCELLANEOUS

- 16.1 Wherever in this By-Law it shall be required or permitted that notice be given, the notice shall be in writing and delivered by personal service, pre-paid mail, e-mail, facsimile transmission, electronic means or such other form of communication authorized by the Board to the last known address of the party to be given notice. Without limiting the generality of the foregoing, notice of any meeting of the members of the Association may be given in a general newsletter or other Association publication circulated to the general membership of the Association by any means listed above and the notice shall be deemed to have been given according to the means by which the publication is circulated. In the event of personal service, notice shall be deemed given on the date of personal service. In the event of service by facsimile device or e-mail, or other electronic means, service shall be deemed given on the date of the transmitting of the notice by the party effecting the facsimile transmission or e-mail. In the event of service by pre-paid mail, the notice shall be deemed to be given on the date of mailing. In any case, non-receipt of any notice to be provided hereunder shall not invalidate any proceeding referred to in such notice.
- 16.2 Wherever in this By-law there is reference to a number of days between events, unless specifically stated to the contrary the word “days” shall mean “business days” which term shall mean any day except Saturday, Sunday or any day on which banks are generally not open for business in the City of Toronto.
- 16.3 The conducting of votes by the members may be in person, or by mail ballot, or by proxy, or by facsimile, or by electronic means.

ARTICLE 17 – COUNCILS AND COMMITTEES AND OTHER MANDATES

- 17.1 From time-to-time the Board may adopt, and thereafter amend or repeal, by resolution of the Directors, a mandate or other document defining and establishing the role, responsibilities, and operational and reporting structure of any position or body of the Association including the Board and each Officer (the “**Mandate**”) as well as for any Committee and Council (the “**Terms of Reference**”).
- 17.2 The Board may alter, change, terminate or create such other Councils or Committees to be comprised of various sectors of membership as the Board determines.

ARTICLE 18 – CHAPTERS

- 18.1 The Board may from time to time establish Chapters and the applicable operational and reporting structures for same in respect of specific geographic areas in which residential home construction or land development occurs in the Greater Toronto Area to deal with local issues. The Board of Directors shall establish the following Chapters: Halton, Peel, York, Simcoe, Durham and Toronto. The Board may establish other Chapters reflecting other geographic areas as it determines from time to time.

ARTICLE 19 – RESERVE FUNDS

- 19.1 The Board shall establish or continue reserve funds for general contingency purposes, major building upkeep, for an Issues Fund dedicated to major industry issues and such other reserve funds for purposes and in amounts as the Board approves from time to time. The Board shall approve the guidelines (and any changes thereto) for expenditures from the reserve fund which, at a minimum, shall specify that no expenditure from the Issue Fund shall be made without the express recommendation of the Board.

ARTICLE 20 – REPEAL

- 20.1 This General By-Law Number One shall be effective when adopted by the members of the Association (the “**Adoption Date**”) but, subject to section 21.1, the provisions shall only become applicable on, from, and after January 1, 2021(the “**Effective Date**”).
- 20.2 The General By-Law Number One as amended December 11, 2018 (the “**Prior By-Law**”) shall be repealed and replaced by this General By-Law Number One on the Effective Date.

ARTICLE 21 – TRANSITION

- 21.1 Notwithstanding Article 20 and notwithstanding the terms of the Prior By-Law:
- (a) all Directors elected under the Prior By-Law shall cease to hold office as of the annual general meeting next following the Adoption Date; and
 - (b) as of the Adoption Date, section 4.1, section 4.4, section 5.1, section 5.2 and section 5.3 (and any provisions necessary to give effect to those provisions) of this By-Law shall be effective and applicable and Article IV, section 1 and Article V, section 1, 3, 4, 5, 6, 7, 8, 9, 10, 11, and 12 shall no longer be effective.

To the extent that there is any inconsistency between the provisions of the Prior By-Law and this By-Law in respect of the selection of the slate of Directors, the eligibility criteria for such Directors, and all provisions relating to the election of Directors, the provisions of this By-Law shall prevail.



BILD

BUILDING A GREATER GTA
Building Industry and Land
Development Association

Code of Ethics

- Members shall comply with applicable building codes of Canada as a minimum standard for construction and shall work toward its improvement in the interests of structural sufficiency, safety, and health.
- Members shall plan their projects to conform to the principles of good community planning and support for the environment.
- Members shall deal justly with their employees, subcontractors, and suppliers of all goods and services.
- Members shall deal honestly and fairly with their customers and stand behind the quality of their work and service commitments.
- Members shall exchange information and experience, and encourage research on materials, technical advancements and building techniques in order to provide the best value for their customers.
- Members shall avoid all conduct or practice detrimental to the land development and building industry, to the Association, to the good name or reputation of any of its members, or its customers.
- Members shall commit to continuing learning through human resource policies and practices, including employment practices which treat employees as assets.
- Members shall actively promote health and safety principles.
- Members shall treat their competitors, including their property and ideas, with respect.

These responsibilities are freely and solemnly assumed as members of the Building Industry and Land Development Association (BILD), Ontario and Canadian Home Builders' Associations.