



**BYLAW NO. 1 OF 1985**  
**BYLAWS OF THE**  
**WORLD ORGANIZATION OF BUILDING OFFICIALS**

**MEMBERSHIP**

1. Membership in the Organization shall be limited to individuals, government, government agencies, corporations, associations and organizations interested in furthering the objects of the Organization and shall consist of anyone whose application for admission as a member has received the approval of the Board of the Organization.

2. Membership is available to:

**(a) ACTIVE MEMBERSHIP**

**Class A:** Is open to government units, departments, corporations or bureaus which administer, formulate or enforce laws relating to construction, fire safety, property maintenance, development or land use. Representatives shall be designated from the governmental unit, department or bureau holding membership provided that each of the representatives shall be a public official actively engaged either full or part time in the administration, formulation or enforcement of laws related to construction, fire safety, property maintenance, development, land use, research, inspection, testing design, standards, investigation, survey, manufacture or education.

**Class B:** Building officials organizations and/or associations.

**Class C:** Codes and/or standards formulating organizations other than those described in Class A or B.

**(b) ASSOCIATE MEMBERSHIP**

Associate memberships are open to the employee and individual members of organizations and/or associations of active members.

**(c) SUSTAINING MEMBERSHIP**

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

**Class A:** Those who operate on an international scale.

**Class B:** Those who operate on a national scale.

**(d) COOPERATING MEMBERSHIP**

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

**(e) PROFESSIONAL MEMBERSHIP**

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

**Class A:** Professional organizations

**Class B:** Individuals

**(f) STUDENT MEMBERSHIP**

Student members who are individually enrolled in classes or a course of study occupying at least four hours of classroom instruction per week. They have no voting rights.

**(g) SPECIAL MEMBERSHIP**

By invitation of the Board, special membership may be bestowed on such individuals who have rendered outstanding service in furthering the primary objectives of the Organization.

**(h) SPECIAL MEMBERSHIP DESCRIPTION**

- (1) attended the First International Building Officials World Conference at Saskatoon in Saskatchewan, Canada, in June, 1984, on joining the Organization and remaining in good standing may describe themselves as "FOUNDING MEMBERS."
- (2) On becoming a member up to and before the end of the last day of the session of the first World Congress and on remaining in good standing may describe themselves as "CHARTER MEMBER."
- (3) On becoming a member after the first World Congress and on remaining in good standing may describe themselves as "MEMBER."
- (4) Are in good standing may use the designatory letters MWOBO after their names, indicating that they are members in the World Organization of Building Officials.
3. All applications for membership of the Organization other than conferred by reason of Subsection (g) of Section 2, shall be made in writing, signed by the applicant and sent to the Secretary of the Organization; and the applicant shall, if required by the Board submit documentary evidence in support of his application for such membership.
4. Any member may resign from the Organization at any time by giving written notice of such resignation to the Secretary and shall thereupon cease to be a member but shall remain liable for any annual subscription owing by him to the Organization for the current year.
5. If any member shall, in the opinion of the Board, be guilty of any conduct or default which is prejudicial to the interests of the Organization, or the public, or which for any reason renders such members unfit to continue as a member of the Organization, the Board may deal with the matter as it thinks best, and inter alia may expel such member, invite him to resign, or suspend him from the specified date or the happening of a specified event:

Provided that, before any resolution adverse or detrimental to such member is passed, he shall first have been given a reasonable opportunity of making, orally or in writing, an explanation or defense.

6. A member may determine his own category of membership with the consultation of the Secretary or in case of doubt the Membership Committee shall make a determination.
7. The Board may refuse to admit as a member any individual, corporation, association or organization if in the opinion of the Board such individual, corporation, association or organization because of his or its size or character or other interests would not be appropriate or in the interests of the Organization or its existing members.

#### **FEES**

8. Annual subscription (which includes levy or dues) shall be prescribed by the Board.
9. (a) Annual subscription as and when determined by the Board shall become due and payable in the United States of America currency.  
(b) Each member of the Organization shall receive and shall be entitled to retain, while a member in good standing, a Certificate of Membership in a form prescribed by the Board in addition to an identity card.
10. Annual subscription for subsequent years may be determined by the Board at a meeting held in the calendar year preceding the year in which such subscription is due to be in effect, and in default of such determination shall be the subscription in effect for the preceding year.
11. The board, after reviewing a written submission of a member, may consider refunding the subscription in part or in full for the current year or future years on such conditions as it may deem fit, provided written submission is made by the said member first after having paid the subscription.
12. Annual subscription shall become due and payable on the first day of January of each and every succeeding year. It shall be paid to the Treasurer.
13. Annual subscription is due and payable to the Treasurer on the date of joining.
14. If subscription being due on the 1<sup>st</sup> day of January shall not have been paid on or before the 31<sup>st</sup> day of March of that same year, membership may be terminated as of the latter date upon the decision of the Board, provided that upon payment before the 30<sup>th</sup> day of June of the same year of subscription and other dues, membership shall be deemed to be restored.
15. The Board shall pass any bylaw or resolution required pertaining to currency, rates of exchange and all other matters relating to subscription.

#### **HEAD OFFICE**

16. The head office of the Organization may be located at any place in the world which the Board designates but until such designation shall be located at Calgary in the Province of Alberta in Canada, at such place therein where the business of the Organization may from time to time be carried on with the approval of the Board.
17. The Organization may also have an office or offices at such other places within and outside Canada as the Board may from time to time determine or the business of the Organization may require.

#### **BOARD OF GOVERNORS**

18. The property and business of the Organization shall be managed by a Board of Directors which shall be known as the Board of Governors (hereinbefore and herein after referred to as "the Board") of whom a simple majority shall constitute a quorum except as otherwise provided by law, the Canada

Corporations Act, the Letters patent or these Bylaws. If quorum shall be present, the act of a majority of the Governors present shall be the act of the Board. The Board shall consist of not more than fifteen Governors who shall be elected at the World Congress in addition to the President.

19. The four applicants for incorporation, Omkar Nath Channan, Everett Dunham, Roger Valcourt Hebert and Richard P. Kuchnicki shall become the first Governors of the Organization.

20. The office of Governor shall be automatically vacated:

(a) If he shall resign his office by delivering a written resignation to the President with a copy to the Secretary of the Organization;

(b) If he is found to be or become of unsound mind;

(c) If he becomes bankrupt or suspends payment or compounds with his creditors;

(d) If at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office;

(e) On death;

Provided that if any vacancy shall occur for any reasons in this section contained, the Board by majority vote, may, by appointment, fill the vacancy with a member of the Organization in good standing.

21. (a) Subject to Section 28, meetings of the Board may be held at any time and place to be determined by the Board of Governors, provided that there shall be at least one (1) meeting per year of the Board.

(b) No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Governor may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(c) The Board may conduct such business of the Organization as is not required to be conducted at a meeting of the Governors through written communications, provided each Governor of the Board is mailed, at the time the other members are mailed, an exact duplicate of all such correspondence to any other member of the Board.

22. Governors shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed in part or in whole for regular or special meetings of the Board if funds permit. Nothing herein contained shall be construed to preclude any Governor from serving the Organization as an officer or in any other capacity and receiving compensation therefore. The Governors shall serve as such without remuneration and no governor shall directly or indirectly receive any profit from his position as such; provided that he may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any Governor who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Organization.

23. A retiring Governor or one who has tendered his resignation may remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

- 24 A governor shall hold office until the next World Congress of members following his election or appointment.
- 25 At the first meeting of members at the next World Congress, the Board then elected shall replace the provisional Directors named in the Letters Patent of the Organization as well as provided for in Section 19 hereof.
- 26 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 27 The remuneration of all officers, agents and employees and committee members shall be fixed by the Board by resolution.
- 28 Notice of the time and place of meetings shall be sent to each member of the Board by mail, telegraph, wireless telegraph, radio or cable, addressed to him at his address as it appears on the records of the Organization, or telephoned or delivered to him personally, at least twenty-eight (28) days before the day on which the meeting is to be held. Such notice shall be deemed to have been received by the members of the Board and need not state the purpose of the meeting.
- 29 Subject to the provisions of the Canada Corporations Act, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken in emergency circumstances without a meeting, if, prior to such action, a written consent thereto shall have been signed by all Governors of the Board and such written consent shall be filed with the minutes of proceedings of the Board. Unless otherwise permitted by the Canada Corporations Act, any resolution adopted in such manner shall only have force and effect until the next meeting of the Board.
- 30 The Board may appoint and shall ratify, where appropriate, all appointments, and terminations of National Directors.
- 31 The Board of Governors shall perform all duties incident to their office in accordance with the Canada Corporations Act.

#### **INDEMNIFICATION**

- 32 Every Governor or officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectfully, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:
  - (a) all costs, charges and expenses whatsoever which such Governor, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### **EXECUTIVE COMMITTEE**

33. The Board may appoint an Executive Committee comprising of the President, Immediate Past President, Vice-President, Secretary, Treasurer, and such other members as the Board may appoint and which committee shall exercise such powers as may be authorized by the Board.
34. Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee provided that fourteen (14) days prior notice of such meeting shall be given as prescribed in Section 28. Simple majority of the committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **COMMITTEES**

35. The Board may appoint such committees as it may deem fit and shall exercise such powers as authorized by the Board. All rules and procedures of such committees shall be approved, confirmed or modified by the Board.
- (a) Any committee member may be removed by the Board.
- (b) Members of committees shall not receive any compensation for their services as such, but may be reimbursed in part or in whole as prescribed in Sections 22 and 27.
- (c) Each committee shall exist as the pleasure of the Board.

The President shall appoint committee members and fill vacancies and such appointments shall be approved or ratified by the Board. Such committee member shall be a member in good standing. Any member who ceases to be a member in good standing shall cease to be a committee member. Unless otherwise provided by the Board, a majority of the members of a committee shall constitute a quorum at any committee meeting. At all committee meetings every question shall be determined by a simple majority of votes unless otherwise provided by the Board.

#### **CONGRESS**

- 36 (a) World Congress or Congresses may normally be held after every three (3) years in different locations for the consideration of themes or subjects of contemporary concern to the primary object of the Organization.
- (b) Members in good standing present at the World Congress shall constitute a quorum.
- (c) Each member in good standing present at the World Congress shall have the right to exercise one vote.
37. In arranging for and conducting congresses, the Board shall be guided by the following considerations:
- (a) That the location be rotated around the world in such a way that any regions able to host and benefit from a congress have the opportunity to hold a congress in their region at least once every twenty (20) years.
- (b) That the format initiated at the International Building Officials World Conference 1984 in Saskatoon, Saskatchewan, in Canada, be followed at future congresses to the extent circumstances permit.

- (c) That regional and/or inter-regional meetings with themes relating to congress themes be encouraged in the year proceeding the year of and the year following each congress.
- (d) That proceedings of congresses and such meetings and academic monograph series relating to matters considered at such congresses or meetings be published as funds permit.
- (e) That the Board may use their absolute discretion in holding a World Congress in any particular location at any time in order to coincide with any event of international, national or regional importance taking place at such location.

#### **POWERS OF BOARD OF GOVERNORS**

- 38. The Governors of the Organization shall administer affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the organization is by its charter or otherwise authorized to exercise and do.
- 39. The governors shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to an officer or officers of the Organization the right to employ and pay salaries to employees. The Governors shall have the power to make expenditures for the purpose of furthering the objects of the Organization. The Governors shall have the power to enter into a trust arrangement with a chartered bank or a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the World Organization of Building Officials in accordance with such terms as the Board may prescribe.

#### **OFFICERS**

- 40. The Board shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Organization.
- 41. The officers of the Organizations shall be a President, Immediate Past President, Vice-President, Secretary, Treasurer, and any such other officers as the Board may by bylaw determine. Any two offices may be held by the same person.
- 42. The President shall be elected at the World Congress. Officers other than President of the Organization shall be appointed by resolution of the Board at the first meeting of the Board following the meeting of the World Congress.
- 43. The officers of the Organization shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead.
- 44. Any officer may be removed from office by a two-thirds majority vote of the Board.
- 45. If any office becomes vacant by reason of resignation, removal or death of the officer, such vacancy may be filled for an unexpired portion of the term by a majority vote of the Board.

## **DUTIES OF OFFICERS**

46. Except as otherwise provided in these bylaws, all officers shall be Governors of the Organization and they shall cease to be officers if they cease to be Governors or if they are removed by the Board.

### **47. PRESIDENT**

- (a) The president shall be the Chief Officer of the Organization. He shall preside at all meetings of the Organization and as Chairman of the Board;
- (b) Represent the Organization either on his own initiative or in accordance with instructions of the Board;
- (c) Preside over the World Congress;
- (d) Have such powers and perform such duties as from time to time may be assigned to him by the Board;
- (e) Perform all duties incident to the office of President in accordance with the Canada Corporations Act;
- (f) Be an *ex-officio* member of all committees; and
- (g) Subject to the provisions of Section 30, the President may at his pleasure appoint or terminate without giving reason one or more National Directors without payment of any remuneration, in any country and assign such duties as he consider necessary, National Directors will have no right to vote.
- (h) Subject to the approval or ratification by the Board may appoint one or more than one Special Adviser to the President.

### **48. VICE-PRESIDENT**

The Vice-President:

- (a) shall assist the President in his duties, and
- (b) he may have such additional powers and duties as from time to time may be assigned to him by the Board or by the President.

### **49. THE IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall assist and advise the President and the Board.

### **50. THE SECRETARY**

The Secretary shall:

- (a) Have such powers and duties as from time to time may be assigned to him by the Board or the President;
- (b) Performs all the duties of the Secretary of the Organization in accordance with the Canada Corporations Act;
- (c) Translate policy, plans and resolutions of the Board into action and shall:
  - (i) Be in contact as often as required with the Officers of the Board;
  - (ii) be center of communications between various offices, members of the Board and committees;
- (d) Keep the minutes of the meetings of the congress and the Board, and cause the same to be recorded in books provided for that purpose;
- (e) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (f) Be custodian of the records of the Organization, the Board, and of the seal of the Organization; see that the seal is affixed to all documents the execution of which on behalf of the Organization under its seal shall have been duly authorized, and attest the seal when so affixed. He

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

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

#### **51. THE TREASURER**

The Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Organization in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements. He shall render at the regular meeting of the Board, or whenever required an accounting of all the transactions and a statement of the financial position, of the Organization. He shall also perform such other duties as may from time to time be directed by the Board including preparation of the budget of the Organization.

Perform all duties incident to the office of Treasurer in accordance with the Canada Corporations Act.

#### **SUBORDINATE OFFICERS**

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

#### **COMPENSATION**

53. No officer of the Organization shall be entitled to any compensation for services unless authorized by the Board.

#### **SECRETARIAT AND EXECUTIVE STAFF**

54. There may be established a secretariat or secretariats and such staff positions as determined by the Board.
55. The terms and conditions of employment of the staff positions shall be determined by the Board.

#### **EXECUTION OF DOCUMENTS**

56. Contracts, documents or any instruments in writing requiring the signature of the Organization shall be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Governors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Organization to sign specific contracts, documents and instruments in writing. The Governors may give the Organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Organization. The seal of

the Organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

#### **MEETINGS**

57. The annual, general or other meetings of the members or officers shall be held at the head office of the Organization or at any place and date as determined by the Board.
58. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the Auditors shall be presented. The members may consider and transact any business either special or general at any meeting of the members. The Board or the President shall have power to call, at any time, a general meeting of the members of the Organization.

#### **NOTICES AND WAIVER THEREOF**

59. A waiver of due notice of any meeting can be given in writing or by telegraph, wireless telegraph, radio, cable or telephone, before or after the time scheduled for such meeting. Waiver of due notice, or attendance at such meeting without objection to the lack of notice, shall be deemed equivalent to notice.
60. Twenty-eight (28) days prior written notice shall be given to each member of World Congress, any annual or special general meeting of members.
61. No error or omission in giving notice of World Congress, any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such Congress or meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Governor or officer for any meeting or otherwise, the address of the member, Governor or officer shall be his last address recorded on the books of the Organization.

#### **MINUTES OF THE BOARD AND THE EXECUTIVE COMMITTEE**

62. The minutes of the Board or the minutes of the Executive Committee shall be available to the membership.

#### **VOTING OF MEMBERS**

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

#### **FINANCIAL YEAR**

64. Unless otherwise ordered by the Board, the fiscal year-end of the Organization shall be from July 1 to June 30 of each and every successive year.

#### **AMENDMENT OF BYLAWS**

65. The bylaws of the Organization may be repealed or amended by bylaw enacted by a majority at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members

at a meeting duly called for the purpose of considering the said bylaw, provided that the enactment, repeal or amendment of such bylaw shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

#### **AUDITORS**

66. The Board shall appoint an Auditor to audit the accounts of the Organization. The remuneration of the Auditor shall be fixed by the Board.

#### **BOOKS AND RECORDS**

67. The Board shall see that all necessary books and records of the Organization required by the bylaws of the Organization or by any applicable statute or law are regularly and properly kept.

#### **RULES AND REGULATIONS**

68. The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Organization when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

#### **INTERPRETATIONS**

69. In these bylaws and in all other bylaws of the Organization hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### **CORPORATE SEAL**

70. The seal of the Organization shall have the words "World Organization of Building Officials," and may be affixed only to a document signed by persons specifically or generally authorized by the Board to affix the seal or by any two (2) members of the Executive Committee unless the document to which the seal is to be affixed is a document of certification only in which case such document may be signed by any single member of the Executive Committee and a certificate of identify of the persons holding office as members of the Executive Committee or specifically or generally authorized by the Board to affix the seal may be signed by any member of the Executive Committee.

#### **BUSINESS BY MAIL**

71. Between meetings, business may be conducted by mail. A simple majority vote of the voting members shall be required for passage.

#### **INVITED MEMBER**

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

#### **LANGUAGES**

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

**EXPENSES**

74. The expenses of members attending meetings of the World Congress or other meetings shall not be a charge of the funds of the Organization.

**REPEAL**

75. The principal bylaw dated the sixth day of June, 1984 is hereby repealed and replaced by this bylaw.  
76. This bylaw shall come into force on the date it is approved by the Minister of Consumer and Corporate Affairs.

IN WITNESS WHEREOF we have hereunto set out our hands at Chicago in the State of Illinois, in the United States of America on the 12<sup>th</sup> day of May, 1985.

OMKAR NATH CHANNAN – PRESIDENT  
EVERETT DUNHAM – SECRETARY  
RICHARD P. KUCHNICKI – TREASURER  
ROGER VOLCOURT HERBERT - GOVERNOR