BY-LAWS OF
THE REALTORS® ASSOCIATION OF JAMAICA LIMITED

1. INTERPRETATION

1 .1 In these By-Laws, unless the subject or context otherwise requires terms shall have the same meaning as defined in the Articles of Incorporation.

1.2 "Agent" means a REALTOR®-Associate acting in an agency relationship.

"Board" means the Board of Directors of the REALTORS® Association of Jamaica Limited.

"Business Day" means a day during which banks in Jamaica are open for business.

"Buyer" means a purchaser or any person who is looking or seeking to purchase property and includes a prospective buyer.

"By-Laws" means these By-laws and includes any alteration, amendment, or addition. thereto.

"Chairman" means chairman of the Board of Directors, except where the context indicates otherwise.

"Client" means a person or entity with whom a Dealer or Salesman has an agency relationship.

"Cooperating Dealer" means a Dealer with whom a Cooperating Salesman is associated, and where the context requires the obligations of the Cooperating Dealer shall also be obligations of the Cooperating Salesman.

"Cooperating Realtor®" includes both a Cooperating Dealer and a Cooperating Agent.

"Cooperating Salesman" means a salesman who introduces any Buyer to a MLS Listing of another Member and who is further involved so as to become the procuring cause of sale to that Buyer or Landlord, and where the context requires the obligations of the Cooperating Salesman shall also be obligations of the Cooperating Dealer.

"Customer" means a party to a real estate transaction who receives information, services, or benefits but who has no contractual relationship with a Dealer or Salesman.

"Dealer" means a real estate dealer registered by the Real Estate Board.

"Exclusive Right-to-Sell Listing" means a contractual agreement under which the listing dealer acts as the agent of the seller(s), and the seller(s) agree(s) to pay a commission to the listing dealer, regardless of whether the property is sold through the efforts of the listing dealer, the seller(s), or anyone else; except that the seller(s) may name one or more individuals or entities as exemptions in the listing agreement and if the property is sold to any exempted individual or entity, the seller(s) is not obligated to pay a commission to the listing dealer.

"Firm" includes both partnership and company.

"Good Standing" means to be currently up to date with the required payment of fees, dues, or other amounts liable to be paid to the Association.

"Listed for Sale" means subject to an MLS Listing.

"Listing content" includes, but is not limited to, photographs, images, graphics, audio and video recordings, virtual tours, drawings, descriptions, remarks, narratives, pricing information, and other details or information related to listed property.

"Listing Dealer" means a Dealer who has an MLS Listing with a Seller or Landlord, and where the context requires, the obligations of the Listing Dealer shall also be the obligations of the Listing Salesman.

"Listing Realtor®" includes both a Listing Dealer and a Listing Salesman.

"Listing Salesman" means a Salesman who is attached to a Listing Dealer; and where the context requires the obligations of the Listing Salesman shall also be obligations of the Listing Dealer.

"Realtor®" means a Professional Member of the REALTORS® Association of Jamaica and includes both a Dealer and a Salesman.

"MLS" means the Multiple Listing Service operated by the REALTORS® Association of Jamaica Limited and where the context admits includes the Association in its operation thereof.

"MLS Listing" is any listing processed through the MLS.

"Months" means calendar months.

"Ombudsman" means an individual appointed by the Board to receive and resolve disputes through constructive communication and advocating for consensus and understanding and who shall have such roles and responsibilities that the Board may prescribe from time to time. (Amended January 6, 2021)

"Open Listing" means a contractual agreement under which the listing dealer acts as the agent of the seller(s), and the seller(s) agrees to pay a commission to the listing dealer only if the property is sold through the efforts of the listing dealer.

"Past President" means a person who has served as President in respect of the Association prior to the coming into effect of these By Laws and the title of President, being replaced by that of Chairman.

"Person" includes an individual and a corporation.

"Prospect" means a purchaser, seller, tenant, or landlord who is not subject to an agency relationship with the member or the member's firm.

"Salesman" means a real estate salesman registered by the Real Estate Board.

"Seller" includes a property owner, or any other person who is legally entitled to sell property or a person seeking to sell property, a vendor or prospective vendor.

"Sub-commission" means that portion of the commission as stated in the MLS Listing to be paid by the Listing Dealer to the Cooperating Dealer.

"The Association" means the REALTORS® Association of Jamaica Limited.

1.3 In these By-Laws, where the context permits, written or in writing means the representation, reproducing or communication of words or numerals in permanent form, including printing, lithography, photography, email or fax or other forms of electronic transmission. (Amended January 6, 2021)

1.4 In these By-Laws, where the context permits:

(a) Words importing the singular number include the plural and vice versa.

(b) Words importing the masculine gender include the feminine gender and vice versa.

(c) Words importing persons shall include corporations; and

(d) The word "may" is permissive, the word "shall" is imperative.

(e) The word "sold" shall also apply to "rent" and vice versa.

1.5 The headings in these By-Laws are for ease of reference only and shall not affect the construction or interpretation of these By-Laws.

2. M E M B E R S H I P

2.1 CLASSES OF MEMBERSHIP

There shall be four (4) classes of membership of the Association:

1. Professional.
2. Life.

3. Honorary; and
4. Affiliate.

2.2 PROFESSIONAL MEMBER

(a) The Professional Membership of the Association shall comprise registered real estate dealers (Dealer Members) and registered real estate salesmen (Salesman Members) being called Realtors® and Realtor-Associates® respectively.

(b) No person shall be eligible to be a Dealer Member of the Association unless he satisfies the Board that at the date of his application, he is registered with the Real Estate Board of Jamaica as a Dealer and is the qualifying Director or partner of a Firm which is a Dealer. Every Dealer Member shall be eligible for election to the Board, for elections or appointments to all offices of the Association and shall be entitled to all its rights and privileges.

(c) No person shall be eligible to be a Salesman Member of the Association unless he satisfies the Board that at the date of his application, he is employed to a Dealer who is a member of the Association and is registered as a Salesman by the Real Estate Board of Jamaica.

Note 1: No more than one (1) Dealer from each Firm may be elected to the Board.

Note 2: Once a Dealer member is accepted, ALL **Real Estate Board License holders** attached to the said Qualifying Director must be members of the Association. – **Amended on September 25, 2014- replace "Salesmen."**

2.3 LIFE MEMBER

All persons who have performed notable service for the Association and have been Professional Members of the Association over a period of time shall be eligible to be elected by the Board of Association as Life Members on such conditions or in such manner as may be determined.

2.4 HONORARY MEMBER

All persons who are not Members of the Association, and who have performed notable service for the Association, or for the public, shall be eligible for election as Honorary Members on such conditions and in such a manner as may be determined.

2.5 AFFILIATE MEMBER

Affiliate Membership of the Association may be accorded to corporate entities and individuals who are not professional members, Life members or Honorary members. A corporate entity may be accorded Affiliate membership of the Association as a corporate Affiliate and an individual accorded Affiliate membership as an individual Affiliate

because of its or his respective valued special contribution to or relationship or desired connection with the Association or position or role in the real estate industry, or for other such good reason approved by the Association.

2.6 DECISIONS ON MEMBERSHIP

The qualifications, methods and terms of admission, privileges, and obligations, including liabilities to expulsion or suspension of persons admitted to membership of each of the classes hereinbefore referred to shall be as the By-Laws shall provide. There shall be vested in the Board alone the absolute discretion of deciding whether any person proposed for or seeking admission to any class of membership of the Association, who is otherwise qualified, shall or shall not be admitted.

2.7 MEMBERSHIP PLEDGE

The Members of the Association shall sign a pledge in the form as may be prescribed by the Association, pledging to observe and submit to the requirements of the Articles of Incorporation, the By-Laws, and the Code of Ethics.

2.8 CESSOR OF MEMBERSHIP

If any person ceases for any cause whatever to be a Member of the Association he shall not, nor shall his representatives have any interest in, or claim against the funds or property of the Association nor shall such cessation relieve the Member from any indebtedness to the Association for unpaid dues, fees, or assessments.

2.9 FEES AND DUES

Membership fees and dues shall be deemed to have been paid subject to the provision of the By-Laws and for Membership privileges only and shall not carry with them any vested interests in the Association or its property.

2.10 FINES AND EXPULSION

The Members of the Association may be reprimanded, fined, suspended and/or expelled in accordance with such procedure as may be established in the By-Laws, for violations of the Articles of Incorporation, By-Laws or the Code of Ethics, or for any other conduct, which will tend to cause discredit to fall upon the Association or upon the Real Estate profession as a whole, and such fines shall constitute a debt to the Association and shall be recoverable in a Court of Law.

2.11 APPLICATION AND QUALIFICATION FOR MEMBERSHIP

(a) Application for membership shall be made in writing to the Board. Applications shall be made upon such forms as may be approved by the Board.

(b) An application/applicant for Professional Membership must be proposed by a Professional Member and recommended by two (2) Professional Members, certifying a personal knowledge of the candidate, and vouching that he is a fit and proper person to admit to the respective class of membership in the Association.

(c) Every applicant must be registered with the Real Estate Board.
(d) A Salesman Member shall only be admitted to membership if his Principal or Dealer is a member of the Association.

2.12 ELECTION

The election of persons as Life Members and Honorary Members shall be by at least three quarters (3/4^{ths}) of the Board present at a meeting of the Board and voting by ballot PROVIDED THAT prior to the meeting, at least 21 days prior notice in writing of the proposed election must be given to each Member of the Board.

2.13 MEMBERSHIP FEES AND DUES

Entrance Fees and Annual Dues shall be payable as may be from time to time determined by a Resolution of a General Meeting called for that purpose. Annual Dues are due on 1st January each year and are payable in advance, either annually or in such installments as approved by the Association. Annual Dues for the first year of membership shall be payable by the applicant proportionately for the balance of the remaining year to 31st December. Should the member be granted dormancy by the Real Estate Board (REB) the unused quarterly portion of the dues for that fiscal year is refundable upon members' request.

2.14 NON-PAYMENT OF DUES

Any Member failing to pay any dues, fines, fees, assessments, or other charges for thirty (30) days after the due date thereof shall be notified by the Board of his delinquency. Subject to any special payment arrangements approved by the Board, failure to pay within fourteen (14) days immediately following such notice shall result in the automatic suspension of such delinquent member and he shall be notified immediately by the Board of such suspension. Following such suspension, such delinquent shall have twenty (20) days in which to become reinstated by payment(s) in full. Failure to pay within the twenty (20) day period shall result in the automatic termination of the membership of such a delinquent Member and all rights thereunder, and he shall be notified by the Board of such termination.

2.15 RIGHTS AND PRIVILEGES, OBLIGATIONS AND RESPONSIBILITIES AND DISABILITIES OF MEMBERS

(a) All persons who are Members of the Association shall be issued such certificate or certification of Membership as the Board shall from time to time determine. Certificates of Membership are the property of the Association and may be recalled on termination of the membership of any Member.

(b) Professional Members and Life Members only shall be entitled, when in good standing, to vote at any election or meeting of the Association.

(c) Dealer members, Life Members and one Salesman Member shall be eligible for election to the Board. (Amended January 6, 2021)

(d) Honorary Members shall be eligible for appointment to and service on committees, to attend general meetings of the Association, and to the general services of the organization. Any member in good standing, upon surrender of membership credentials and payment of all charges then owing to the Association, may honorably withdraw from membership of the Association upon acceptance of his resignation by the Board.

(e) A person who has been accepted as a professional member shall be entitled to the application of the term "Realtor® & Realtor-Associate®" to himself.

(f) Membership in the Association shall be non-transferable. In case any Member of the Association materially alters the circumstances under which he was originally elected to membership, his status with the Association shall be subject to review and possible change by the Board.

(g) The members of the Association pledge to aid in the upholding of the Articles of Incorporation, the By-Laws, and the Code of Ethics and to further the aims and objects of the Association.

(h) The Board may suspend or expel any Member under one or the other of the following circumstances:

(i) Any Member against whom an order in bankruptcy has been made.

(ii) Any Member convicted of embezzlement, larceny, fraud, or any other criminal offence, which in the opinion of the Board is prejudicial to the best interest of the Association.

(iii) Any member who has been judged to be of unsound mind.

(iv) Any Member whose registration has been revoked by the Real Estate Board of Jamaica.

3. DISCIPLINARY POWERS, ACTION, AND APPEALS

3.1 REPRIMANDS, FINES, SUSPENSIONS, EXPULSIONS & REINSTATEMENTS:

(a) The Board at a meeting specially convened for the purpose and on resolution of three-quarters (3/4) of those present and voting, shall have the power to:

i reprimand the Member.
ii fine the Member.
iii suspend the Member for such time as the Board may think fit; and
iv expel the Member from membership in the Association.

(b) Any Member who shall refuse or neglect when called upon to submit to arbitration by a proper committee on any arbitrable matter provided for in these By-Laws shall be liable to suspension or expulsion by a vote of the Board as provided for in (a) of this By-Law.

(c) Any Member who fails to comply with a verdict of a proper committee which is averse to him, or to make some satisfactory adjustment to same and who does not appeal from the decision in fourteen (14) days after same has been rendered, shall be cited to the Board by the Secretary and shall be subject to suspension or expulsion by a vote of the Board as provided for in section (a) of this By-Law. Any Member who, having appealed to the Board, fails to conduct a verdict of a proper committee, or a verdict of the Board. within fourteen (14) days after such a decision, or to make satisfactory adjustment of the same shall be subject to suspension or expulsion by a vote of the Board as provided for in (a) of this By-Law.

(d) Any Member who refuses or neglects to defend himself when called upon by the Board when a complaint against him has been filed, may in default of his putting up a defence, and after due consideration of the complaint be subject to reprimand, fine, suspension or expulsion by a vote of the Board as prescribed for in (a) of this By-Law.

(e) Any Member having been expelled for any cause may re-apply for reinstatement of his membership in the manner prescribed for application of new Members **PROVIDED THAT** no application for re-instatement will be considered within one (1) year of the date of such expulsion; and

(f) Any Member having been suspended for any cause may be re-instated by a majority vote of the Board.

The Board may on its own motion or on the application of any person, hold or order an inquiry into whether or not any member of the Association has been guilty of a breach of the Articles of Incorporation, any of the provisions of these By-Laws, or of the Code of Ethics, or conduct unbecoming as a Member of the Association which tends to bring discredit on the Association or on the Real Estate Profession. The Board may decide whether in the case they inquire into the matter themselves, or refer the matter to the Professional Standards Committee, and the provisions of these By-Laws shall apply accordingly.

3.2 **DEALING WITH COMPLAINTS AGAINST MEMBERS:**

(a) Any person, whether he is a Member or non-Member, may lodge with the Secretary a complaint against any member of the Association for any breaches of the Articles of Incorporation, By-Laws, or Code of Ethics, or any conduct tending to bring discreditation or on the Real Estate Profession.

(b) Any such complaint must be filed within ninety (90) days after the cause in respect of which the complaint arose or after such cause came to the complainant's attention. (Amended January 6, 2021)

(c) The complaint shall be made in writing, signed by the complainant, and shall specify the Member complained against, and the offence with which he is or to be charged.

Any complaint filed pursuant to this Section of the By-Laws shall be deemed a privileged communication and shall not on account of the mere filing subject to any liability, the complainant nor the Association, nor any officer, or committee member.

(e) No employee thereof, nor any member of the Professional Standards Committee is liable for any action on any complaint so made.

(f) Any Member concerning whom a complaint is filed shall be duly informed in writing by the Secretary of the Complaint made against him and be given the full opportunity of stating his defence in writing. The matter may then be referred by the Secretary, at his/her sole discretion, either to the Ombudsman or to the Professional Standards Committee; (Amended January 6, 2021)

(g) In the case of a reference to the Professional Standards Committee, the Secretary shall serve upon the Member concerned a copy of the charges or complaint, together with a written notice of the date, time, and place of the meeting at which the complaint will be considered. This date shall not be less than twenty-eight (28) days after the serving of the notice.

(h) Such a copy of the charges and complaint and notice of hearing if sent by registered post to the last known address of the Member shall be deemed sufficient notice. Notification is presumed to have occurred within ten (10) days of posting. The serving of the notice shall be attested to the Committee by a statement made by the Secretary. Notification or notice may be deemed sufficient, if done by means other than by way of post.

(i) The notice of the hearing shall call upon the Member to file a written answer or to notify the Secretary of his intention to appear personally before the Committee, or both, within twenty-one (21) days of the serving upon him of the notice.

(j) The Committee shall be the sole judge as to the evidence to be received and the procedure to be followed and may decide a case after consideration of the oral and/or written
evidence presented and may adjourn the hearing from time to time for the further presentation of evidence or consideration of the case.

(k) If the Member accused shall decline or fail to answer the charges in writing, or to appear before the committee when requested to do so, it may construe such declination or failure as an admission of the charges or complaint against him.

(l) The Committee, in considering the complaint, may recommend it to the Board:

i to dismiss the complaint; or
ii to reprimand the Member; or
iii to fine the Member, or
iv to suspend the Member to such time as they may think fit; or
v to expel the Member from membership of the Association; or
vi to treat or deem the complaint disposed of with or without definitive finding in favour of or against or with or without prejudice to any person(s) concerned,

including the complainant and/or the member against whom complaint has been made.

(m) The decision of the Professional Standards Committee shall be in writing, signed by a majority of the Committee Members sitting on the case, and shall contain a summary of the charges and the evidence, its findings, and recommendations. Such decisions shall be reported to the Board and a written notice thereof shall be sent by the Secretary to the principals in the case.

(n) Notice of appeal against such a decision shall be filed with the Secretary for the Board to afford and facilitate appeal against the decision within fourteen (14) days of such a decision.

(o) If no such notice of appeal is filed, the Board shall examine the Committee's report and recommendations which, if approved or modified by a majority of three quarters (3/4^{ths}) of those present and voting at a meeting of the Board specially convened for the purpose, shall constitute final action in the case; and

(p) If such notice of appeal is filed the Board shall afford and facilitate the hearing of the appeal in which event, the determination of which shall constitute last action in the case.

(q) A notice of appeal in writing may be taken to the Board via the Secretary and/or the Administrative Officer not later than fourteen (14) days after the receipt of the decision sought to be appealed against. In an appeal the same rules shall govern the hearing of the appeal as apply to the Professional Standards Committee, ceteris paribus **SAVE AND EXCEPT** the decision of the Board shall be by most three-quarters (3/4^{ths}) of those present and voting.

In the case of reference of the complaint to the Ombudsman, the Secretary shall notify the member of this decision and of any directions relating to such a referral as the Secretary shall deem appropriate in the circumstances. (Amended January 6, 2021)

4. BOARD

4.1 ROLE & NATURE OF BOARD:

(a) The Government of the Association shall be vested in the Board of Directors of the Association.

(b) The Board shall have the management and control of the affairs of the Association.

4.2 COMPOSITION OF BOARD

The Board shall consist of:

(a) Ten (10) Dealer Members and One (1) Salesman Member of the Association elected by the Association at an **ANNUAL GENERAL MEETING**. The Salesman Member will be a Non-Executive Member of the Board. (Amended January 6, 2021)

(b) One **REPRESENTATIVE** of each **CHAPTER** of the Association or such number of **REPRESENTATIVES** as is determined by the Board from time to time; and

(c) Ex-officio Members – that is, the two last Past Presidents/Chairmen of the Association, if they remain Members of the Association.

Provided however that no more than one (1) member of the Board shall be from the same firm.

4.3 **RETIREMENT OF ELECTED BOARD MEMBERS:**

(a) At every **ANNUAL GENERAL MEETING**, four (4) of the Elected Members of the Board shall retire from office and be eligible for re-election.

(b) The four (4) Elected Members so retiring shall be the four (4) who have been longest in office excepting the elected members holding offices of 1st Vice-Chairman and 2nd Vice-Chairman, respectively.

(c) As between two (2) or more Elected Members who have been in office for equal lengths of time, the question as to the Members of the Board to retire shall, in default of agreement between them, be determined by the Board by ballot; and

(d) A retiring Board Member shall function as a Board Member throughout the meeting at which he retires.

4.4 **NOMINATIONS TO BOARD**

(a) The Board shall select from among the Dealer Members of the Association, persons eligible, suitable, and available to serve on the Board, provided however that no more than one (1) selectee shall be from the same firm. The Board shall make a list of nominations for all the vacancies to be filled.

(b) The Board shall elect from among the Salesman Members of the Association, persons with at least four years' experience as a REALTOR-Associate®, who are eligible, suitable, and available to serve on the Board, provided however that no more than one (1) Board selectee shall be from the same firm. The Board shall make a list of nominations for the vacancy to be filled in the first year following the implementation of this provision. (Amended January 6, 2021)

(c) Notification of such nominated candidates shall be made to Members at least twenty-one (21) days before the date fixed for the **ANNUAL GENERAL MEETING**.

(d) Such nominated Members along with Members duly nominated from the floor of the Annual General Meeting shall comprise the list of candidates for election to Board; and

(e) No Member shall be deemed to be in good standing for the purpose of voting, being nominated for, or elected to any elective office in the Association, whose dues, fees, and fines have not been paid up to and including the period in which such election is held.

4.5 ELECTION OF THE BOARD:

(a) Election to membership of the Board shall take place at the Annual General Meeting and the Dealer Members shall be elected first. (Amended January 6, 2021)

(b) The Chairman, with the approval of the Board, shall appoint judges to supervise and conduct the voting by ballot both in person and by electronic means where there are members attending the meeting by electronic means. (Amended January 6, 2021)

(c) The judges shall prepare and present to the **ANNUAL GENERAL MEETING** a Certificate of the result of the voting and shall state the number of votes received by all candidates on the balloting list.

(d) All candidates receiving the highest number of votes in the balloting shall be declared at the **ANNUAL GENERAL MEETING,** elected to the Board to fill the existing vacancies.

(e) In the case of a tie in the last place, the selection shall be made by lot under the discretion of the judges in charge of the election.

(f) In the case of a **CHAPTER** of the Association, the representative(s) elected to represent the **CHAPTER** on the Board shall be communicated to the Board in the form of a Resolution; and

(g) Such a Resolution of a Chapter will also give additional names as alternative Member(s) whom, in the absence of the other, shall represent and vote for the Chapter on the Board.

4.6 VACANCIES

Vacancies by resignation or otherwise in the Board shall be filled by the Board; and the eligible members so selected will serve until the end of the fiscal year in which they were selected. At the next ANNUAL GENERAL MEETING, the vacancies shall be filled in the manner provided in these By-Laws.

"The member so selected should be exempted from election to the offices of 1st Vice. Chairman and 2nd Vice Chairman." **(June 28, 2023)**

4.7 MEETINGS BOARD:

(a) The Board shall meet at least six (6) times per annum at regular periods or when called by the Chairman.

(b) The Chairman shall chair all meetings of the Board and in his absence the 1st Vice-Chairman, or 2nd Vice-Chairman. In the absence of the Chairman, the 1st Vice-Chairman and 2nd Vice-Chairman, the person to chair the meeting shall be elected from the Members of the Board present.

(c) Seven (7) Members of the Board present at any meeting shall constitute a quorum.

(d) Decision of the Board shall be established by majority vote. The Chairman shall have, in addition to a vote as a Member of the Board, an additional vote in the case of a tie; and

(e) A Board member may be requested by the Board to account for or explain his absence from meetings, or any prolonged manifestation of apparent lack of interest or inability to participate vis-vis the work of the Board where: -

(i) He is absent from three (3) consecutive regular meetings of the Board without an excuse deemed valid and so recorded by the Board; and
(ii) He is deemed by the Board to be not making any tangible or noteworthy contribution to the work of the Board or the Association; and
(iii) His continuing membership of the Board does not appear to the Board to be of any particular benefit or positive value to the Board.

If not satisfied with the account or explanation provided by the Board member, the Board may request the Board member improve his attendance, contribution, and/or participation, failing which he may be treated as having resigned. Should the Board thereafter form the view that such improvement has not been attempted, undertaken, or occurred to a level satisfactory to the Board, the Board may, by a majority of four fifths ($4/5^{ths}$) of its members present and voting elect to treat the Board Member as having resigned and inform him accordingly. Such ultimate step is an extreme measure and should not be lightly taken and informal contact with the Board member should also be attempted in the process before such last step is taken.

4.8 OFFICERS

ELECTION:

(a) The Board shall appoint from their own body at their first meeting after election, officers for the year consisting of a Chairman, 1st Vice-Chairman, 2^{nd} Vice Chairman and a Treasurer; and

(b) The Board shall appoint at their first meeting after election a Secretary who may or may not be a Member of the Board.

4.9 DUTIES

The duties of the officers shall be such as their title, by general usage, would indicate, and such as may be assigned them respectively by the Board from time to time, and such as are required by Law.

4.10 **ELIGIBILITY FOR CHAIRMAN**

In the case of a vacancy in the office of the Chairman, the 1st Vice Chairman shall be one of the nominees to succeed the Chairman and the 2nd Vice Chairman shall be one of the nominees to succeed the 1st Vice Chairman but shall not automatically be appointed as Chairman or 1st Vice Chairman. The Chairman shall be appointed for a term of one (1) year and shall not serve for more than three (3) successive terms. A past Chairman (or Past President) who has already served three terms as Chairman, whether in successive terms or otherwise shall not be eligible for election as Chairman until after the lapse of **three (3)** years from the end of his last term as Chairman. (Amended January 6, 2021)

4.11 **EXECUTIVE DIRECTOR**

The Board may employ an Executive Director and may delegate to him all or part of the duties of the Secretary and may otherwise prescribe his functions. The Board may also employ such other persons as may be necessary properly to conduct the activities of the Association. **(June 28, 2023)**

5. LEGAL COUNSEL

The Board may retain an Attorney-at-Law for legal advice and fix the terms of his compensation.

6. AUDITORS

(a) There shall be three (3) Auditors of the Association, one (1) External and two (2) Internal to be elected annually by Members of the Association at the Annual General Meeting.

(b) The External Auditor shall be a recognized practicing Chartered Accountant.

(c) The Internal Auditors shall be elected from among Members of the Association.

(d) No Internal Auditor may be a Member of the Board.

(e) Internal auditors shall evaluate (including random audits), make recommendations, and seek to have improved the Association's systems of control, risk management, regulatory compliance, and governance, and provide written reports to the board and the Association.

7. FINANCES

(a) The Board shall administer the Finances of the Association and may invest the Association's funds at their discretion.

(b) The Board shall be the sole authority to allocate money.

(c) The Board shall not incur an obligation nor authorize expenditure in excess of, or other than normal running expenses of the Association, without the expenditure being approved at a meeting of the Board by a majority of two-thirds (2/3) of the Members present and voting; and

(d) Any use, appropriation, or expenditure of any reserve of funds shall first be approved at a meeting of the Board by a resolution of four fifths (4/5) of the Members present and voting.

(f) At the end of each fiscal year, and at any other time that the Board may determine, the Accounts of the Treasurer shall be audited by the Auditors.

8. MEETINGS OF THE ASSOCIATION

8.1 ANNUAL GENERAL MEETINGS:

(a) The **ANNUAL GENERAL MEETING** of the Association shall be held within six (6) Months of the close of the previous fiscal year, at the place and hour to be designated by the Board who shall make such provisions for members to attend the meeting by electronic means in accordance with the article of incorporation. (Amended January 6, 2021)

(b) The business of the **ANNUAL GENERAL MEETING** is to receive, adopt or reject the report of the Board, the audited Accounts for the past year, to have the election of Members to the Board and announce the result of the ballot, and to appoint the Auditors.

(c) Notice of the **ANNUAL GENERAL MEETING** shall be at least twenty-one (21) days before the date fixed for the meeting to all Members of the Association.

8.2 EXTRAORDINARY GENERAL MEETING:

(a) An EXTRAORDINARY GENERAL MEETING may be called by the Board at such a time as the Board may determine. Upon the written request of ten per cent (10%) of the Members in good standing, the Board shall convene an EXTRAORDINARY GENERAL MEETING of the Association.

(b) Notice of the EXTRAORDINARY GENERAL MEETING shall be at least twenty-one (21) days before the date fixed for the meeting to all Members of the Association.

(c) In the case where the EXTRAORDINARY GENERAL MEETING is requested by ten per cent (10%) of the Members, the notice of the meeting shall contain a statement of the purpose of the meeting.

(d) Seventy (70) Members of the Association in good standing on the date of the last preceding ANNUAL GENERAL MEETING shall constitute a quorum for the ensuing year for all General Meetings – Annual or Extraordinary.

(e) If within half-an-hour after the time appointed for the **ANNUAL GENERAL MEETING** or **EXTRAORDINARY GENERAL MEETING** a quorum of Members is

not present, the meeting shall stand adjourned for four (4) weeks to be held at the same hour and place, and at such a reconvened General Meeting the business shall be transacted whatever the number of Members present.

(f) All meetings shall be held at such places and such times as the Board or persons convening such meeting shall appoint and made such arrangements for members to attend by electronic means. (Amended January 6, 2021)

(g) Any notice or document required to be served on any Member may be sent to him.
(1) Personally, in writing.
(2) By post to him or to his registered address or (if he has no registered address within Jamaica) to the address if any, within Jamaica supplied by him to the Company for the giving of notice in writing format; or electronic format; or
(3) By electronic means. (Amended January 6, 2021)

(h) Non-receipt by a Member of a notice convening any meeting shall not invalidate the proceedings at such a meeting.

9. COMMITTEES

9.1 GENERAL:

(a) The Chairman shall appoint all Standing and Special Committees subject to confirmation by the Board.

(b) Committee Members may be drawn from amongst Board Members, or from other Members of the Association, or from any other person not being Members of the Association whose services would be of benefit to the Association.

(c) The Chairman shall be notified of all Committee meetings and shall have the right to attend their sessions and to take part in discussions.

(d) Committees shall have such duties and functions as may be assigned to them by the Board except as provided herein; and

(e) All actions of the Committees shall be subject to approval by the Board.

9.2 STANDING COMMITTEES

There shall be the following standing committees: -

(i) Membership Committee.
(ii) Professional Standards Committee.
(iii) Multiple Listing Service Committee.
(iv) Education & Communications Committee.
(v) Events, Entertainment & Fundraising Committee; and

(vi) Finance Committee.
(vii) Global Business Council (GBC) **(June 28, 2023)**
(viii) Governance **(June 28, 2023)**

9.3 SIZE AND TERM OF STANDING COMMITTEES

Committees shall consist of such a number of Members as the Board may determine and shall be appointed for a term of one (1) year, or until their successors have been duly appointed and confirmed, or for such a duration as had been fixed by the Board at the appointment of the Committee.

9.4 QUORUM AT STANDING COMMITTEE MEETINGS

At Committee Meetings a majority shall constitute a quorum, except that when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

9.5 ABSENCES FROM STANDING COMMITTEE MEETINGS

A Committee member may be requested by the Committee to account for or explain his absence from meetings, or any prolonged manifestation of apparent lack of interest or inability to participate vis-à-vis the work of the Committee where: -

(a) He is absent from three (3) consecutive regular meetings of the Committee without an excuse deemed valid and so recorded by the Committee.
(b) The Committee deems him to be not making any tangible or noteworthy contribution to the work of the Committee; and
(c) His continuing membership of the Committee does not appear to the Committee to be of any particular benefit or positive value to the Committee.

If not satisfied with the account or explanation provided by the Committee member, the Committee may request the Committee member to improve his attendance, contribution, and/or participation, failing which he may be treated as having resigned. Should the Committee thereafter form the view that such improvement has not been attempted, undertaken, or occurred to a level satisfactory to the Committee, the Committee may, by a majority of four fifths (4/5) of its members present and voting elect to treat the Committee Member as having resigned and inform him accordingly. Such last step is an extreme measure and should not be lightly taken and informal contact with the Committee member should also be attempted in the process before such last step is taken.

9.6 MEMBERSHIP COMMITTEE:

The Membership Committee shall be charged with the following broad duties:

(a) Develop and implement plans to increase the membership of the Association.

(b) Recommend and enforce rules for the admission of new members.

(c) Review applications for membership; check references, investigate the eligibility of and qualifications of applicants, send applications to the Board for ratification and report the approval or disapproval of each applicant to the Board.

(d) Identify and develop member benefits.

(e) Submit reports to all Board meetings.

9.7 PROFESSIONAL STANDARDS COMMITTEE:

The Professional Standards Committee may comprise Members and non-Members of the Association provided Members of the Association constitute a majority of the membership of the Committee and shall have the powers to inquire into the conduct of the Members of the Association, complaints in respect thereto, make findings, decisions, rulings, and recommendations in respect thereof and make written reports thereon to the Board and take cognizance of all matters pertaining to ethical practices. The Committee shall have authority to hear and make determinations and recommendations in respect of any matter arising from which a Member has been sanctioned by the Multiple Listing Service Committee, where such Member requests it to do so and may perform other duties as may reasonably arise within its province.

9.8 THE MULTIPLE LISTING SERVICE COMMITTEE:

This Multiple Listing Service Committee shall have particular responsibility for monitoring and ensuring the proper and effective operation of the Multiple Listing Service and to receive and respond appropriately to complaints in respect thereto and to do such other things in relation thereto as are provided for by these By-Laws and shall: -

(a) Ensure the smooth running of the Multiple Listing Service (MLS).

(b) Provide support between the MLS provider and Members.

(c) Arrange MLS Training.

(d) Identify needs for upgrading the service and documentation, as necessary.

(e) Select, supervise, and train the officers responsible for the operation of the Multiple Listing Service.

(f) Identify Multiple Listing Service breaches and administer appropriate sanctions and remedies; and

(g) Submit reports to Board meetings.

9.9 EDUCATION & COMMUNICATIONS COMMITTEE:

The Education & Communication Committee shall have responsibility for identifying training needs and the continuing education of members, public education, internal and external marketing, public relations and communication of relevant occurrences or developments to members of the Association and the public and shall submit reports to each Board meeting.

9.10 **EVENTS, ENTERTAINMENT & FUNDRAISING COMMITTEE:**

The Events Entertainment & Fundraising Committee shall have responsibility for the conceptualizing, development, scheduling and staging of events, entertainment and fundraising activities and shall submit a report to each Board meeting.

9.11 **FINANCE COMMITTEE:**

The Finance Committee shall be composed of a Finance Chairman, Treasurer and three (3) other members in good standing. The Committee shall have the duty to: -

(a) Present audited accounts at the Annual General Meeting (AGM).

(b) Present or submit reports at all Board meetings.

(c) Consult with internal and external auditors.

(d) Review, approve and submit to the board all committee requests for fundraising expenditure.

(e) Prepare budgets, reports on variance to targets and investments; and

(f) Review and propose investments.

9.12 **TREASURER:**

The Treasurer reports to the Finance Chairman and shall be charged with the following broad duties: -

(a) Conducting accounting functions.

(b) Approval of invoices and items of expenditure.

(c) Signing cheques.

(d) Consulting with the Finance Chairman; and

(e) Submission of a written report to each Board meeting.

10. CHAPTERS

(a) Chapters may be formed within the Association, with the approval of the Board, to cover such geographical areas as the Board shall deem fit.

(b) Membership of a Chapter shall be limited to Members of the Association who work or reside in the area covered by the Chapter.

(c) Subject to the approval of the Board, each chapter may adopt governing rules, elect officers, designate committees, plan and carry out programmes and otherwise function as an organization within the Association, provided that nothing so adopted or done shall be in conflict with the vision, mission, core values objects and governing rules of the Association.

(d) Chapters may be formed for any purpose which the Board may consider useful, including but not limited to purposes such as: -

(i) bringing particular focus on and seeking to have addressed special, distinct, or other concerns and pertinent interests of Members in the Chapter area.
(ii) promoting good working relationships, network(s) and understanding(s) among Members in the Chapter area.
(iii) providing and/or augmenting communication linkage between the Association and Members of the Chapter area, keeping them fully informed in respect of matters pertinent to themselves, their operation(s) and the Association's, objectives, work, efforts, requirements, and benefits.
(iv) assisting in the recruitment and approval of persons to membership of the Association; and/or
(v) helping in raising funds for the Association.

(e) An application to form a chapter may be made to the Board upon the filing of a petition signed by no fewer than ten (10) Members who work or reside in the proposed Chapter area and inclusive of at least three different dealer members, operating independently as separate dealers on their own account. The proposed governing rules of the Chapter shall be submitted when making and shall form part of such application. If the Board approves the application, official recognition will be issued by the Board authorizing the finalization of the governing rules and the election of officers.

(f) No more than one chapter shall be recognized in any one geographical area for any one purpose.

(g) Chapter elections are to be held within the period falling one month before and two months before the Annual General Meeting of the Association at which Members have been elected to the Board, or at, or within such time as the Board may approve.

(h) A chapter may elect from its membership as its representative on the Board a current member of the Board.

(i) Chapters are encouraged to raise funds to support their operation and that of the Association and may raise funds by such means and in such a manner as approved by the Board.

(j) All funds raised by a Chapter shall be for the account of the Association and shall be kept, held, accessed, and dealt with in such manner as approved by the Board, which shall direct the allotment to or for the chapter's usage of all, or a portion, or no part of such funds raised, as the Board deems fit.

(k) The Board may approve of and facilitate financial support to a Chapter.

11. FISCAL YEAR

The fiscal and elective year of the Association shall begin on 1st January (**amended Oct 2015**)

12. AMENDMENTS

These By-Laws may be amended by a two thirds (2/3rds) majority vote of the Members in good standing present at any regular General Meeting or at any special General Meeting called for that purpose PROVIDED THAT such amendments shall be plainly stated in the call for the meeting at which they are to be considered. Due notice(s) of meetings at which such amendments are to be considered must be given to every Member at least twenty-one (21) days prior to the time of the meeting.

13. INDEMNITY

The Association shall indemnify every Board Member and other officers of the Association against all losses, costs, and expenses (including travelling expenses), in any way incurred or that may be incurred in the proper discharge of his duty as a Board Member and the Board shall pay or retain the same out of the funds of the Association. If any Board Member or other officer of the Association is guilty of actual fraud or dishonesty whereby the Association incurs any loss or damage, such Board Member or other officer shall be liable to recoup the same to the Association. Except as aforesaid, no Board Member or other officer of the Association shall be liable to the Association for any loss, damage, costs, or expenses that may happen to or be incurred by the Association in consequence of any act, omission, or default by such Board Member or other officer while purporting to act as such.

(Amended June 7, 2016)
(Amended January 6, 2021)
(Amended June 30, 2021)
(Amended June 28, 2023)