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BYLAW #1

A By-law relating generally to the transaction
of the affairs of

NEILSON CREEK HOUSING CO-OPERATIVE INCORPORATED

BE IT ENACTED as a By-law of Neilson Creek housing Co-operative Incorporated, (herein
called the "Co-op") as follows:

INTRODUCTION

The Co-operative Corporations Act of Ontario (hereafter referred to as the Act) sets out the basic legal rights, responsibilities and powers of a Co-operative Corporation. Working within the requirements set out in the Act, each Co-op sets down its own specific guidelines and rules in its By-laws. [Sections of the Act that pertain to the By-laws are in the left hand column and are indicated by numbers that pertain specifically to the Act]. By-laws contain all fundamental decisions necessary to govern the affairs of the organization. An important aspect of the By-laws is that they provide the means for member control over the Co-op. The Co-operative Corporations Act requires that By-laws must be confirmed by at least two-thirds of the votes cast at a General Meeting of Members. Therefore, the fundamental rules of the Co-op, if contained in the By-laws, cannot be created or changed without consent of the members. These By-laws were passed by the Board of Directors and confirmed at a General Meeting of members on January 12, 1981, unless otherwise specified in the right hand column and indicated by (G.M.A. = General Membership Approval; B.D.A. = Board of Directors Approval). Neilson Creek currently has two major By-laws: The Organizational By-laws and the Occupancy By-law. In addition, the Co-op has policies and procedures which govern areas of the Co-op's operations.

The following is a brief description of each By-law and a explanation of policies and procedures.

ORGANIZATIONAL BY-LAW

The Organizational By-law sets out the specific guidelines for the operation of the Coop. This By-law deals with aspects of the organization such as Membership, Board of Directors, Committees, Staff, Meetings and Finances. It provides the framework within which the Board, Members and Staff manage the organization.

OCCUPANCY BY-LAW

The Occupancy Agreement and By-law establishes the guidelines for the relationship between the Co-operative Corporation and the individual member-resident. It sets out the rights and obligations of each party in matters relating to occupancy and the Co-op property and takes the place of a conventional lease.

POLICIES AND PROCEDURES

OCCUPANCY-RELATED POLICY

Any policy that deals with matters relating specifically to the occupancy relationship between the Co-op and individual members is called an occupancy-related policy. Such policies are considered the equivalent of a By-law and are attached as Schedules to the Occupancy By-law. The occupancy-related policies are: Member Selection, Rules, Maintenance, Arrears, Participation, Sub-Occupancy and Housing Charge Subsidies.

ORGANIZATIONAL POLICIES

Are important decisions made by the members as to how the affairs of the Co-op should be organized and managed in areas other than occupancy-related matters. Organizational policies are passed and amended at members' meetings and can include: Personnel, Community Relations, Co-op Sector Issues, Spending, etc.

PROCEDURES

Procedures are the mechanism or steps required to carry out the intent and purpose of the Co-op's By-laws and Policies. Procedures are usually developed by the committees or staff and must be approved by the Board.

(For more information on the difference between By-laws, Policies, and Procedures, see the Organizational By-law, **Article 4.**)

ARTICLE 1 – GENERAL

1.01 AIMS AND OBJECTIVES

The Co-op shall be carried on for the purpose of providing its members on a co-operative basis, and for furtherance of co-operative principles and the betterment of society, and without the purpose of gain for its members.

1.02 CO-OPERATIVE CORPORATIONS ACT

The Affairs of the Co-operative shall be governed by and conducted in accordance with the Co-operative Corporations Act of Ontario. Certain provisions of that Act relate to various matters not dealt with in the By-laws of the Co-op and should be consulted by all members where appropriate.

ARTICLE 2 – MEMBERSHIP

2.01 MEMBERSHIP

The membership of the Co-op shall consist of the applicants for the 61(2) incorporation of the Co-op and other individuals who have been admitted to membership by the Board.

2.02 APPLICATION FOR MEMBERSHIP

Applicants for membership shall submit a written application on such form as the Board may from time to time prescribe, accompanied by the application fee. No application for membership may be considered unless all the adult members of the applicant's household who intend to occupy a unit of housing in the Co-op have applied. No application in the Co-op may be withdrawn after the applicant has taken occupancy of a unit of housing in the Co-op.

2.03 QUALIFICATIONS FOR MEMBERSHIP

- a) The Board may accept for membership only persons who have been recommended by the Membership Committee and who have the qualifications set forth in the Co-operative Corporations Act and the Co-op's Membership Policy. No person shall be accepted for membership unless it is his/her intention to reside in a unit of housing in the Co-op.
- b) No person shall be accepted for membership until s/he has been offered a unit of housing in the Co-op, has signed the Occupancy Agreement or made other arrangements satisfactory to the Membership Committee as to the Occupancy Agreement, and has satisfied all the financial requirements of the Co-op.
- c) No person shall be admitted to membership unless s/he is at least 18 years of age. Where any person occupying a unit as part of a member's household reaches the age of 18 years, such person shall apply for membership in the Co-op and, if accepted, shall sign an occupancy agreement. If not accepted, s/he may continue to reside with his/her family under the provisions of paragraph 35 of the Occupancy Bylaw.

2.04 REFUSAL OF APPLICATION

The Board shall not be obliged to give, nor shall any applicant be entitled to receive, written or other reasons for the refusal of an application for membership in the Co-op.

2.05 MEMBERSHIP IS NON-TRANSFERABLE

Membership in the Co-op shall not be transferable and shall terminate on death.

ARTICLE 3 - MEETINGS OF MEMBERS

3.01 ANNUAL MEETINGS

The Co-op shall hold an annual General Meeting of the members not more than fifteen (15) months after the holding of the last preceding Annual Meeting, and not more than six (6) months after the end of the immediately preceding fiscal year of the Co-op. The agenda for each Annual Meeting shall include the approval of the financial statements and the appointment of an auditor and will normally include the election of Directors, the receiving of Annual Reports from the Board, committees, and staff, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

3.02 REGULAR GENERAL MEETINGS

Regular General Meetings of the members shall be held three times a year, and as nearly as convenient the Annual Meeting and the three regular meetings of the members shall be spaced at quarterly intervals through the year. The agenda for each regular meeting shall include the receiving of reports from the Board, committees, and staff, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

3.03 SPECIAL GENERAL MEETINGS

Special General Meetings may be called by the Board or any meeting of members.

3.04 REQUISITION FOR MEETINGS

- a) **Requisition for Passing By-law or Directors Resolution:**
Under Section 70 of the Act, ten percent (10%) of the members may requisition the Directors to call a meeting of the Directors for the purpose of passing any by-law or resolution. If the Directors do not call the meeting and pass the by-law or resolution, then any of the requisitionists may call a members' meeting for the same purpose. Such a members' meeting has the full power to pass the by-law or resolution, even though it has not been passed by the Directors. This is the only circumstance under which a by-law can be adopted by the members without it having first been passed by the Board. No requisition for a meeting in respect of a by-law or resolution may be made for a period of two years after a meeting of the members has failed to pass or confirm a similar by-law or resolution arising out of an earlier requisition.
- b) **Requisition to Place Resolution on Agenda for Membership Meeting:**
Under Section 71 of the Act, five percent (5%) of the members may requisition the Directors to give notice of a particular resolution to be moved at the next members' meeting and to circulate an explanatory statement. This procedure does not permit any resolution to be adopted unless the membership would have had the authority to adopt it without a requisition.
- c) **Requisition for Members' Meeting:**
Under Section 79 of the Act, five percent (5%) of the members may requisition the Board to call a members' meeting for any specific purpose. This does not necessarily require a separate meeting, since the meeting referred to in the requisition could be part of any annual, regular or special meeting that is scheduled within the time periods mentioned in Section 79 of the Act. This procedure does not permit a by-law to be passed unless the Board has already passed it, but only permits the membership to take such actions at the meeting as they have the authority to take. This procedure is designed to deal with a case where the Board is not calling meetings of members as frequently as it should.
- d) **Procedures for Members' Requisitions:**
The procedures and further details governing exercise of the Members' rights referred to in this article are those set out in the relevant section of the Act.

3.05 ATTENDANCE AT MEMBERS' MEETINGS

All members shall attend all meetings of members, unless prevented by illness, duties of their employment, or other cause beyond their control, or unless excused by the Board. Failure to follow this bylaw may result in expulsion from membership and termination of occupancy rights in accordance with the provisions of the Occupancy By-law.

3.06 PLACE OF MEETINGS

Meetings of members shall be held at a place within the City of Scarborough, unless the Board or the members authorize the holding of a meeting of members at any other place within the Province of Ontario.

3.07 NOTICE OF MEETINGS

- a) Notice of each annual or other general meeting of members shall be given to the members not less than ten or more than fifty days prior to the date of the meeting. In computing the time for the giving of notice, the day of giving the notice shall not be counted and the day of the meeting shall be counted. The notice shall specify the time and the place of the meeting and shall set out or be accompanied by a statement of the business to be considered or transacted, at the meeting.
- b) No business may be transacted, and no resolution or by-law adopted or confirmed by the members, unless the general nature of that item of business was set out in or with the notices mentioned above. Notwithstanding any lack of notice, any matter may be discussed by the members present, so long as no final decision is made with respect thereto.
- c) The record date for notice shall be the day before the last date for giving notice under subsection (a). Notice shall be given to all persons who at 4:30 p.m. on the record date are shown on the register of members, kept under section 6.07, as members of the Co-op, and notice shall be given to them by leaving the notice at their address as shown on the register of members. Alternatively, notice may be given to them by prepaid registered mail services by reasons of strike or otherwise, in which event notice shall not be deemed to have been given until actually received. It shall be sufficient if only one copy of the notice is left for all members residing at the same address.
- d) When notice of a meeting is received generally by the members, the accidental omission to give notice to any member or the non-recipient of notice by any member, or any error in the register of members as of the record date, shall not invalidate any motions or resolutions passed or any proceedings taken at the meeting.

3.08 CHAIRPERSON OF MEETINGS

The President, or in his/her absence, the Vice-President, shall preside as Chairperson at meetings of members, unless the members at the meeting by a majority vote choose another member to be Chairperson. If the Chairperson wishes to make a motion or participate in discussion of a matter being considered by the meeting, the Chairperson shall leave the chair until the voting on such motion is over, or discussion of such matter has been completed. During such absence from the Chair, the Vice-President or some other person approved by the members shall act as Chairperson. The person acting as Chairperson at the time of a vote shall not vote, unless the vote is by ballot, or unless the Chairperson's vote would make or break a tie. In no event shall the Chairperson have a second or casting vote.

3.09 QUORUM

No business shall be transacted or motion or resolution adopted at any meeting of members, unless a quorum of members is present. A quorum shall consist of twenty-five percent of the members entitled to vote at the meeting. If a quorum is not present within one hour of the time for which the meeting was called, the members present may adjourn the meeting to a date not less than five and not more than fifteen days thereafter. At least two days notice of the adjournment meeting shall be given in the manner provided in section 3.07, and the provisions required of this section shall apply to the adjourned meeting. Notwithstanding the above, if the meeting was called upon requisition under section 3.04 and if no quorum is present within an hour of the time for which the meeting was called, the meeting shall be dissolved and there shall be no obligation on the Board to call another meeting relating to the same subject matter.

3.10 VOTING

Each member of the Co-op shall have the right to vote at any meeting of members. All persons who are members at the time of the vote shall be entitled to vote, notwithstanding that they may not have been members at the time of the notice of the meeting was given. Only members present in person may vote and proxies shall not be permitted. Unless otherwise specifically provided herein or the Co-operative Corporations Act, all decisions shall be made by a majority of the votes cast (and an abstention shall not be considered a "vote cast"). For elections, those candidates who have received sufficient number of votes on the first ballot to be elected, shall be so declared elected. Should a second 'tie-breaker' ballot be cast for elections, the candidate(s) with the lowest number of votes cast shall be dropped from the list. The 'run-off' votes shall be for the remainder of those candidates who have not been declared elected. This procedure shall be continued, as far as practicable, until the candidates for all positions have been elected. Should the above procedure eliminate all candidates who have not been declared elected, then the run-off election shall be for all candidates who have not been declared elected. After the second ballot, should candidate(s) not be declared elected, elections for those candidates standing in the last ballot shall be deferred to the next General Membership Meeting.

3.11 ATTENDANCE BY NON-MEMBERS

Residents of units of housing of the Co-op who are not members may attend and speak at meetings of members unless the members otherwise decide, but may not propose motions or vote. Other non-members may attend or speak only with the permission of the Chairperson of the meeting, and may not propose motions or vote.

3.12 RECORD OF ATTENDANCE

The Secretary shall record the names of all persons attending members' meetings and shall ensure only members make motions or vote.

3.13 PROCEDURE AT MEETINGS

Procedure at meetings of members shall be set out in the Rules of Order attached hereto as Schedule "A". Any matters or questions of procedure not dealt with in Schedule "A" shall be governed by the provisions of Robert's Rules of Order, Revised. Any question as to the procedure at meetings of members shall be decided by the Chairperson. Any member may appeal the Chairperson's ruling to the members.

3.14 MINUTES OF GENERAL MEETINGS

Minutes of General Meetings shall be distributed by the Secretary to all members within one month of the meeting.

ARTICLE 4 - BY-LAWS, POLICIES AND PROCEDURES

4.01 BYLAWS

Bylaws are intended to deal with and embody significant features of the organization of the Co-op. By-laws and amendments to existing by-laws must be passed by the Board and shall not be effective until confirmed, with or without variation, by at least two-thirds of the vote cast at a meeting of the members.

4.02 OCCUPANCY-RELATED POLICIES

Occupancy-Related Policies deal with matters relating specifically to the occupancy relationship between the Co-op and the individual members and constitute either an occupancy right or responsibility on the part of the member or the Co-op. Occupancy-Related Policies shall be considered the equivalent of By-laws, shall be attached as Schedules to the Occupancy By-law and can be only passed and amended in the same manner as By-laws, as set out in Section 4.01. Areas of concern where Occupancy-Related Policies might be adopted by the Co-op shall include Member Selection and Accommodation, Maintenance, Rules and Regulations and Housing Charge Subsidy.

4.03 ORGANIZATIONAL POLICIES

Organizational Policies are fundamental continuing decisions on the part of the membership as to how the affairs of the Co-op should be organized and managed in areas other than those which are properly the subject of Occupancy-Related Policies. Organizational Policies shall be adopted by resolution of the members at a meeting duly called for that purpose and can be amended in the same manner. Areas of concern where Organizational Policies are appropriate include Personnel, Hiring, Community Relations, Co-op Sector Liaison, Education and Expansion.

4.04 PROCEDURES

Procedures deal with the mechanisms required to carry out the intent and purpose of the Co-op's By-laws and Policies. Procedures will be developed and prepared in written form by committees and staff and must be approved by the Board and may only be amended by the Board. The members may by resolution adopted at a meeting of members adopt or amend any procedure previously considered by or proposed to the Board. The Board and staff shall, where they consider any procedure a matter of concern to the members generally, distribute copies to the members or otherwise publicize the procedure.

4.05 RECORDS OF POLICIES AND PROCEDURES

The Secretary shall maintain records of all By-laws, Policies and Procedures which have been adopted by the Co-op. Such records shall be maintained in separate sections of the Co-op's Minute Book. Such sections (as well as the rest of the minute book) shall be available for inspection by the members at all reasonable times. The Secretary shall from time to time publish a complete statement of all by-laws and policies in force (including amendments).

4.06 PRIORITY

Insofar as possible, By-laws, Policies and Procedures of the Co-op shall not conflict with each other or with the Co-operative Corporations Act and the Articles of Incorporation of the Co-op. In the event of conflict, the order of priority shall be first the Act, second the Articles of Incorporation, third By-laws, fourth Occupancy-Related Policies, fifth Organizational Policies and sixth Procedures. All the foregoing shall be binding on the Co-op, Board, members and staff.

ARTICLE 5 - BOARD OF DIRECTORS

5.01 POWERS AND DUTIES OF THE BOARD

- a) The business of the Co-op shall be under the management and direction of the Board, which shall exercise all the powers of the Co-op unless the Bylaws or the Act expressly require any act to be done or decision to be made by meetings of the members.
- b) The Board shall at all times act in accordance with the Co-operative Corporations Act, The Articles of Incorporation, The By-laws, Policies and Procedures of the Co-op, and resolutions duly passed at meetings of the members.
- c) The Board may act only by the decision of a duly constituted Board Meeting.
- d) The board's responsibilities shall include the following:
 - i. establishing and regularly reviewing the objectives, goals and policies for the Co-op;
 - ii. ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined;
 - iii. ensuring that all legal obligations and agreements of the Co-op are fulfilled;
 - iv. ensuring that the Co-op's property is adequately maintained;
 - v. supervising and monitoring the financial affairs of the Co-op and making prudent financial decisions in the interest of the members;
 - vi. maintaining an adequate level of insurance coverage;
 - vii. ensuring that there is provision for the education of members and staff;
 - viii. ensuring that the appropriate Policies and Procedures for the Selection and Housing of members are followed;
 - ix. approving membership applications;
 - x. co-ordinating the reports and activities of all committees;
 - xi. determining the Agenda for all General Meetings; reporting on its activities to each meeting of members;
 - xii. to ensure procedures for hiring, dismissing and directing employees and fixing their remuneration; and
 - xiii. ensuring that the social and community needs of the Co-op are addressed.

5.02 NUMBER OF MEMBERS OF THE BOARD

The Board shall consist of nine members of whom five shall constitute a quorum for the transaction of business.

5.03 QUALIFICATIONS

No person shall act as a Director of the Co-op unless s/he is of the full age of eighteen years, is a member of the Co-op, and is a Canadian citizen or landed immigrant and is ordinarily resident in the Co-op. No undischarged bankrupt or mentally incompetent person shall be a Director. A person who is elected a Director is not a Director unless s/he was present at the meeting when s/he was elected and did not refuse at the meeting to act as Director, or where s/he was not present at the meeting, s/he consented in writing to act as Director before his/her election or within ten days thereafter.

5.04 ELECTION OF DIRECTORS

Directors shall be elected by the members normally at the annual meeting. The election shall be by ballot and each member shall on his/her ballot cast a number of votes equal to the number of Directors to be elected. S/he may distribute such votes among the candidates in any way s/he sees fit, but no candidate shall receive more than one vote from any member. Five (5) members shall be elected in the odd numbered years for a two (2) year term, and four (4) members in the even numbered years for a two (2) year term. To implement this in 1987, five members shall be elected for a two (2) year term and four members shall be elected for a one (1) year term.

5.05 NOMINATIONS

The Board shall strike a Nominating committee two months prior to the election of Directors to canvass all members as to whether they wish to run for the Board. At the election, the Committee, shall present nominations for the Board and insofar as possible, shall endeavour to ensure that there are more candidates than the number of Directors to be elected. At the meeting any member may nominate additional candidates who qualify under section 5.03.

5.06 PROCEDURE FOR ELECTIONS

An Elections Officer and assistant will be appointed by the Board prior to the general members meeting. The Elections Officer will be responsible for ensuring that the election is conducted in accordance with the By-laws, for providing a list of nominated candidates, and for supplying initialled ballots with space equal to the number of Directors to be elected. To ensure that each member only votes once, the Elections Officer will keep a list of members and stroke off the member's name when the ballot has been deposited. The Elections Officer and assistant will count the voted, announce the results at the meeting, and ensure that the number of votes for each candidate is recorded in the minutes. There shall be an immediate recount on the request of any member. Following the election, the cast ballots will be returned to the ballot box, which shall be sealed and kept in the Co-op office for two weeks before the ballots are destroyed. During the two week period, any member may, in accordance with section 3.04, requisition a general members meeting for the purpose of recounting the votes. If such a meeting is called, the ballots shall be kept until the date of the meeting.

5.07 TERM OF OFFICE

- a) The normal term of office for a Director shall be approximately two years. Each Director shall serve until the first Board Meeting following the election of his/her successor.
- b) The term of office of a Director shall end at the beginning of the Board Meeting immediately following the meeting of members where his/her successor was elected (unless the Director has resigned or been dismissed under section 5.10), in which such meeting shall be held within two weeks of the election. The retiring Director shall be expected to attend the first regular Board Meeting following the election of his/her successor to advise the new Directors.

5.08 VACANCY

Where a vacancy occurs on the Board and a quorum of Directors remains, the members at the next regular members' meeting (or at a special meeting if the Board so decides) shall elect a qualified person to fill the vacancy for the remainder of the term. If no quorum of Directors remains in office, then the remaining Directors shall call a meeting of members at which sufficient Directors shall be elected to fill any vacancies for the balance of the original terms.

5.09 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

The responsibilities of Directors shall include (in addition to any responsibilities any Director may have as an officer) the following:

- a) To attend meetings of the Board and of members, unless excused by the Board;
- b) To be prepared for all meetings by reading the relevant reports;
- c) To be aware of the needs and concerns of all members;
- d) To have regard for the Co-op at all times;
- e) To be familiar with relevant Provincial Legislation as well as the Articles of Incorporation, By-laws, Policies and Procedures of the Co-op;
- f) To respect the confidentiality of matters considered at Board Meetings in accordance with section 5.14;
- g) To perform any specific duties which may be assigned to him/her by the Board.

5.10 TERMINATION OF DIRECTORS

- a) A Director may resign by notice in writing delivered to any officer who is a Director, the resignation to be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- b) The members may by resolution passed by a majority of the vote cast at a General Meeting, remove any Director from office before the expiry of his/her term, provided notice of the intention to propose such resolution was included with notice of the meeting. The members may by majority of the votes cast at the meeting elect any qualified person to fill the vacancy so created for the remainder of the term.
- c) The Board may remove a Director from office if s/he is absent from two consecutive meetings of the Board without leave or adequate excuse, or for other serious dereliction of duty as a Director or as a member. The Board, by majority vote, may decide to initiate proceedings for removing a Director from office on such grounds. Following such vote, a written notice stating the grounds for removal must be sent to the Director at least seven days in advance of the Board Meeting where the removal will be discussed. The Director shall be given an opportunity to appear and be heard at such meeting. Final consideration of the removal and voting thereon shall take place without the Director in question present. The resolution to remove a Director from office shall be effective only if passed by two-thirds of the votes cast at the meeting of the Board.
- d) Where a Director is removed from office under subsection (c), the Board shall give an explanation at the next members' meeting. The members may by a majority of votes cast at the meeting reinstate the former Director or elect any qualified person to fill the vacancy for the remainder of the term.

5.11 REMUNERATION

The Directors shall receive no remuneration for serving as Director, but shall be reimbursed their reasonable duly authorized expenses incurred in carrying out the business of the Co-op.

5.12 MEETINGS OF DIRECTORS

- a) The Board shall meet monthly on a day set at the previous meeting, or at a regular day of the month, determined by resolution of the Board. The Board may meet at such other times as it may determine. In addition, the President or Vice-President may at any time call a meeting of the Board.
- b) Meetings shall take place at the office of the Co-op or at such other place within the Municipality of Metropolitan Toronto as the Board may determine.
- c) At least three days notice of each meeting (except meetings referred to in the first sentence of subsection (a) shall be given to each Director in the manner provided herein for giving notice of members' meetings, unless by reason of pressing circumstances or emergency the person calling the meeting determines that it is appropriate to give less notice, and those present at the meeting consent to holding the meeting without normal notice. In addition, all the Directors may at any time waive any requirement for notice.
- d) Where all the Directors have consented thereto, any member may participate in a meeting of the Board by means of conference telephone or other communication equipment where all persons participating in the meeting can hear each other.
- e) The President, or in his/her absence or inability to act, the Vice-President or such other person as may be determined by the Board, shall serve as Chairperson of meetings of the Board.
- f) All resolutions of the Board or decisions made by the Board shall be by a majority of the votes cast unless provided in this By-law.
- g) The Chairperson shall be entitled to vote on all matters coming before meetings of the Board, but shall not have a second or casting vote.
- h) Except as set out herein, the provisions of this By-law dealing with procedure at meetings of members shall apply, with all necessary changes, to meetings of the Board.

5.13 MEMBERS' PARTICIPATION

- a) All members and employees of the Co-op shall be entitled to attend and speak at meetings of the Board, except where the Board by resolution determines that the nature of the business to be considered is confidential. Non-directors may speak with permission of the Board, but shall not be permitted to make motions or vote.
- b) The minutes of all Board Meetings or a brief summary thereof shall be published as soon as practicable after each meeting in the Co-op newsletter, if any, or circulated to all the members, or posted in the Office and Recreation building.

5.14 CONFIDENTIALITY OF BOARD PROCEEDINGS

- a) All Directors shall keep confidential all matters considered by the Board or coming to their notice or attention as directors which are of a confidential or private nature. Such matters shall include personal information on individual members and information relating to the business of the Co-op where secrecy is appropriate to preserve the Co-op's position against third parties.
- b) If any officer, employee, or other member of the Co-op is present at a Board meeting where confidential matters are considered and become aware of such confidential information, such person shall have an obligation to keep such information confidential and not to communicate it to anyone else.
- c) The minutes of the Board Meetings shall include details of all items of business discussed. However, details of such confidential matters shall not be included in copies of the minutes published or circulated under section 5.13 (b).
- d) If members appeal a Board decision, or bring up discussion at a member's meeting involving personal information about themselves, the Board G.M.A. can disclose other relevant personal information about the members.
- e) If members appeal a decision about another member, or bring up discussion at a members' meeting, they must get the other member's written approval first. The Board can then allow members to discuss that personal information about the member concerned and the Board can disclose relevant personal information about the member concerned. If that person does not give approval, the discussion is out of order.

ARTICLE 6 – OFFICERS

6.01 ELECTIONS OF OFFICERS

The Board shall elect a President, Vice-President, Secretary and Treasurer annually or more often as may be required. The President and Vice-President shall be Directors, but other officers need not be Directors. The Board may from time to time elect such other officers as they deem necessary, who shall have such authority and perform such duties as the Board may from time to time prescribe.

6.02 REMOVAL OF OFFICERS

The Board may by resolution remove any officers from office. Notice of any meeting where it is intended to propose such a resolution shall be given to all Directors in accordance with section 5.12(c), and no such resolution may be considered unless such notice was given. Such notice shall also be given to the officer concerned who shall be entitled to attend the meeting of the Board and to make representations. The Directors may immediately fill any office rendered vacant under this section notwithstanding any proposed appeal to the members.

6.03 OTHER VACANCIES

- a) Any officer may resign by notice in writing delivered to any Director who is an officer, such resignation to be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- b) When the President or Vice-President ceases to be a Director, s/he shall at the same time cease to occupy his/her office.

6.04 REMUNERATION

The officers shall receive no remuneration for serving as officers, but shall be reimbursed for any reasonable duly authorized expense incurred in carrying out the business of the Co-op.

6.05 PRESIDENT

The President shall, subject to sections 3.08 and 5.12(e), preside at all meetings of members and the Board. S/he shall be responsible for the efficient management of the affairs of the Co-op, subject always to the instructions of the Board and the members.

6.06 VICE-PRESIDENT

The Vice-President shall, subject to sections 3.08 and 5.12(e), preside at meetings of members and the Board in the absence of the President. If the President is unable or unwilling to act with respect to any of his/her duties, the Vice-President shall perform such duties.

6.07 SECRETARY

The Secretary shall issue or cause to be issued all required notices of meetings of the members and the Board. S/he shall be responsible for the maintaining of all the books and records of the Co-op other than those for which the Treasurer is responsible. S/he shall ensure that all legally required notices and filings are duly performed. The Secretary shall keep accurate and complete minutes of all meetings of the members and the Board and distribute them in such manner as the members or the Board may direct. The Secretary shall keep or cause to be kept a minute book which shall include the following:

- a) a copy of the Co-op's Articles of Incorporation;
- b) all By-laws, Policies and procedures and resolutions of the Co-op;
- c) a register of members which sets out alphabetically the names of all persons who are or have been within ten years registered as members of the Co-op, and their addresses;
- d) a register of Directors showing the names and the resident addresses of all Directors and the names of all persons who are or have been Directors with the dates on which each of them became or ceased to be a Director;
- e) minutes of all meetings of members and the Board.

The Secretary shall annually update the Members Handbook. The Board may at its discretion create the separate offices of Recording Secretary, responsible for taking and distributing minutes of meetings of the members and the Board, and Corporate Secretary, responsible for all the other duties of the Secretary.

6.08 TREASURER

The Treasurer shall oversee and supervise the financial management and affairs of the Co-op. S/he shall cause all funds and securities of the Co-op to be deposited with such bank, trust company, or credit union as the Board may direct. S/he shall cause to be kept proper accounting records including records of all sums of money received and disbursed by the Co-op and the manner in which the receipt and disbursement took place, all purchases by the Co-op, all rentals, occupying charges and other amounts received by or owing to the Co-op, the Assets and liabilities of the Co-op and all other transactions affecting the financial position of the Co-op. S/he shall ensure that the Board receives monthly financial reports, review the reports with the Board, and ensure that copies of the reports are forwarded to committees as required. S/he shall ensure that the Books and accounts of the Co-op are available to any member at all reasonable times upon application at the office of the Co-op during business hours.

6.09 GENERAL DUTIES OF OFFICERS

The officers shall perform their respective duties in accordance with all resolutions passed by or directions given by the meetings of the Board. The officers shall perform such additional duties as may be assigned to them by the members or the Board and shall act as signing officers where set out in this Bylaw.

ARTICLE 7 - EMPLOYEES

7.01 BOARD SUPERVISION OF EMPLOYEES

It is the Board's responsibility to supervise and direct the Co-op's employees. It shall ensure that an appropriate job description for each position is drawn up and that proper procedures for reporting, and authorized areas of decision-making are established and followed. The President, or other Directors appointed by the Board, shall be responsible for liaison with employees between Board meetings. Contracts will be drawn up and signed between the Co-op and the Co-ordinator consistent with the Personnel Policy.

7.02 CO-ORDINATOR

The Board may from time to time engage a Co-ordinator who shall not be a member of the Co-op and may delegate to him/her full authority for managing the business of the Co-op, or may delegate to him/her any lesser authority, as outlined in his/her job description. The Co-ordinator shall be responsible for the supervision of all staff of the Co-op and for recommending to the Board the appointment and removal of and the rates or salaries to be paid to them. The Co-ordinator shall at all times act on instructions embodied in resolutions of the Board and the members. S/he shall at all reasonable times give to the Board and members (at meetings or individually) all information that they may require regarding the affairs of the Co-op.

7.03 TEMPORARY EMPLOYEE

In the event that the Co-op is without a Co-ordinator, a Temporary Employee shall be hired from outside the Co-operative, and not from within the G.M.A. Co-operative, to perform the duties of the Co-ordinator.

ARTICLE 8 – COMMITTEES

8.01 CREATION OF COMMITTEES

The members or the Board may appoint such committees as either deems necessary and when determining to strike a committee shall prescribe the duties of the committee, its composition and any other appropriate matters. Unless the contrary is expressed in the resolution of the Board or the members creating a committee, the members thereof need not be Directors. The chairperson of each committee shall be appointed annually by the Board at its first meeting after the annual meeting and shall serve until his/her successor is appointed. Unless otherwise decided by the members, volunteers for each committee shall be solicited from the members. Each committee shall report as required to meetings of the Board and may appear at meetings of the Board. A quorum of a committee shall be a majority of the members originally appointed thereto. No committee may spend any money, authorize any expenditures, enter into any contract or commit the Co-op to any action whatsoever without the authority of the Board. Each committee shall appoint a secretary who shall keep minutes of all meetings and shall make the minutes available to the Board and members as requested.

8.02 REGULAR COMMITTEES

The Co-op shall have regular committees with such duties as are set out in its Organizational Policies.

ARTICLE 9 – FINANCIAL

9.01 FISCAL YEAR

The fiscal year of the Co-op shall commence on the first day of June each year and end on the thirty-first day of May in the following year.

9.02 BONDING OF EMPLOYEES

Every officer or employee of the Co-op who has charge of or handles money or securities belonging to the Co-op, and every signing officer, and every other officer or employee prescribed by the Board shall be bonded with a surety company selected by the Board, for such an amount in such form as the Board may from time to time determine, but in no case for an amount less than \$2,500.00.

9.03 AUDITOR

The members at each Annual Meeting shall appoint an Auditor, who is a chartered accountant or chartered accountant firm familiar with accounting for Co-operative Housing Corporations. The Auditor will hold office until a successor is appointed. Remuneration of the Auditor shall be fixed by the Board. The Auditor shall be entitled to notice of any meeting at which it is proposed to appoint some other person as Auditor. The Auditor shall at all reasonable times have access to the books, account and vouchers of the Coop and the Directors and officers of the Co-op shall provide him/her with such information and explanations as may be necessary for the performance of his/her duties.

9.04 AUDITOR'S REPORT

The Auditor shall make reports to the members on the financial position of the Co-op to be laid before the Co-op at each Annual Meeting during his/her term of office and shall state in his/her reports whether in his/her opinion the financial statements referred to therein present fairly the financial position of the Co-op and the results of its operations for the period under review in accordance with generally accepted accounting practice and in a manner consistent with the previous period.

9.05 SIGNING AUTHORITY

- a) The Board shall appoint four signing officers, two of whom shall be the President and the Treasurer and the remainder of whom shall be Directors. All cheques shall be signed by two signing officers of whom at least one shall be the President or the Treasurer.
- b) All other formal documents or writings requiring the signature of the Coop shall be signed by any two Directors of whom at least one shall be the President or Corporate Secretary, who may affix the corporate seal of the Coop to any document requiring it.
- c) The Board shall have power from time to time by resolution to appoint any officer, Director, or other person, or more than one of them, to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents, or instruments in writing on behalf of the Co-op, instead of or in addition to those provided in subsection (b).
- d) Any person signing any document referred to in subsection (b) and (c) shall satisfy himself that the document is in accordance with the general intent of the resolution or other authority authorizing the execution of such document and shall have the power to approve minor changes not affecting the substance thereof.
- e) Documents, contracts, or instruments may only be signed, and commitments made involving expenditures of funds, in accordance with the spending policy of the Co-op and with this section. Where the amount involved is greater than \$5,000.00 or when any substantial commitment of a non-monetary nature involved, the authority of a resolution of the members is required. If any monetary commitment has specifically been approved by the members as an item in the budget of the Co-op, then no further approval shall be required from them.
- f) Notwithstanding the foregoing, in cases of emergency where danger to life or health is involved, the Board may authorize or commit to an expenditure of more than \$5,000.00 without the prior approval of the members. In such cases, the Board must inform the members of the expenditure and its implications at the next General Meeting, or where it feels it appropriate, call a special meeting for the purpose of considering the matter.

9.06 BORROWING POWERS

The Directors shall have only the specific borrowing powers which follow:

- a) Except as provided in subsection (b), the Directors may not borrow any sums of money on the credit of the Co-op, or issue, sell, pledge any obligation, or charge or mortgage or pledge any of the assets of the Co-op, unless specifically authorized by a By-law. In taking any of the actions referred to in this paragraph, the Co-op and the Board shall have regard for any contractual obligations of the Co-op to Canada Mortgage and Housing Corporation or others.
- b) The Directors may borrow or create overdrafts, without security, without a By-law provided the total of all such indebtedness does not at any time exceed \$5,000.00.

9.07 INVESTMENT OF SURPLUS FUNDS

The Board may invest the surplus funds of the Co-op in interest bearing bank deposits or other interest bearing securities with a chartered bank, trust company, credit union or Province of Ontario Savings Office. The Board shall not invest any funds of the Co-op in any other security or any security having a maturity date of one year or longer from the time of the investment without the authority of a resolution of the members.

9.08 BUDGET

The Board shall each year approve a budget for the presentation to the members in accordance with the Occupational By-law. Total housing charges shall equal total anticipated expenses (including contingency allowances and depreciation or replacement reserves) less any surplus (or plus any deficit) from preceding years, unless all or any part of such surplus is placed by the members in a reserve fund, for such purpose or purposes as they may deem appropriate.

9.09 DISSOLUTION OF THE CO-OP

On dissolution of the Co-op, after payment of all its debts and liabilities, the remaining property of the Co-op shall be distributed or disposed of to or for a charitable organization or organizations whose activities are carried on solely within Canada.

9.10 UNUSED BUDGET OF COMMITTEES

The unused portions of the budgets amounts allocated to various committees will be allocated in whole or in part to a reserve account on behalf 1983 of the said committee. The portion to be allocated will be decided by the Board of Directors after the year end. The reserves may be used by the committees for special projects or improvements in addition to their regular budget.

9.11 BUDGET AMOUNTS ALLOCATED

Budget amounts allocated to various committees for specific items may be used only for that item and are not transferable to other items or accounts.

9.12 EXPENDITURES OF A CAPITAL NATURE

Expenditures of a capital nature are not to be funded from the current year's revenues but are to be done through a capital budget using reserves credited for that purpose.

9.13 FISCAL YEAR END SURPLUS ALLOCATION

After the fiscal year end the Board of Directors will allocate a portion of any surplus to a Capital improvement and Expansion Reserve. The funds in this account to form part of the capital budget.

ARTICLE 10 - COMING INTO FORCE

10.01 COMING INTO FORCE

This By-law shall come into force as soon as it is adopted in accordance with Section 4.01 of this By-law.

PASSED by the Board of Directors this day of _____, 1981.

President

Secretary

CONFIRMED by the members of the Corporation this day of _____, 1981.

WITNESS the corporate seal of the Corporation.

President

c/s

Secretary

BYLAW #1
SCHEDULE A -Rules of Order

These rules of order allow each member to participate in decision making at Coop General Meetings. Decisions come about as follows: a proposal or motion is made; the motion is discussed, and possibly amended; and the meeting makes a decision by voting on the motion. This process is governed by the following rules of order.

1. MOTIONS

Each item of business is introduced by the Chair or presented by the sponsor (the member who asked that the item be on the Agenda). The sponsor may have a specific proposal or, after some discussion, it may become apparent that the Co-op should make a decision about the item. The sponsor, or any other member, may request the meeting to accept a proposal by "moving" it as a motion. The motion must be supported by at least one other member who agrees to "second" the motion.

Main motions should be submitted in written form if possible, to aid the Chair and the Secretary. (This does not include procedural motions).

2. SPEAKING

Once a motion is moved and seconded, it is debated by the members with debate regulated by the Chair. Speakers should speak for or against the proposal and the Chair may rule a speaker out of order if his or her comments are not relevant to the motion. Speakers may ask questions about the motion which will be answered by the Chair or, at the discretion of the Chair, by the sponsor.

All remarks should be addressed to the Chair and not any particular member at the meeting. Each speaker may speak for a maximum of three minutes at a time unless the Chair agrees that the speaker requires more time. At the discretion of the Chair, no member may speak more than once on the same item until all members present who wished to speak have done so.

All people who wish to speak must raise their hand until acknowledged by the Chair. The Chair will keep a speakers list of all people who wish to speak and call on them to speak in order.

3. AMENDMENTS

During debate on a main motion, amendments to the motion may be introduced. An amendment may delete part of the main motion, add to it, or change parts of it, but cannot be contrary to the intent of the motion.

An amendment must be moved and seconded. If the mover and the seconder of the main motion agree to the amendment, it immediately becomes part of the main motion as a "friendly" amendment. If they do not agree, a vote must be taken on the amendment to decide if it will become part of the main motion.

Once an amendment has been moved and seconded, all speakers must address the amendment rather than the main motion. The Chair will keep a separate speakers list for the debate of the amendment. Rather than allow amendments to amendments, the Chair may entertain more than one amendment, as long as they would change the same part of the motion.

When the meeting is ready to vote on the amendment(s), the Chair will review all the amendments and then take a vote on each. Those that pass are incorporated into the main motion and debate continues on the main motion as amended, using the main speakers list, until the meeting is ready for the vote on the main motion or another amendment is proposed.

Occasionally, a member wishes to amend a motion by replacing it with a whole new motion. This is not allowed as a valid amendment. However, the member may briefly outline the substitute motion and either ask the mover to withdraw the motion on the floor or urge the meeting to defeat it so that the substitute motion can be proposed.

4. WITHDRAWING MOTION

The mover of a motion may withdraw the motion from the floor. This would be done if the mover has decided no decision should be made at this time, or allow a substitute motion to be made.

5. VOTING

Once every member who wishes to, has had a chance to speak for or against a motion, the Chair calls for a vote. Normally, votes are taken by a show of hands with the Chair asking first for all those in favour and then all those against. Motions are decided by a simple majority unless otherwise required by the By-laws or the Rules of Order. The meeting may decide by majority vote, to vote on any motion by secret ballot. The Chair of the meeting shall not vote unless the vote is by ballot or unless his/her vote would make or break a tie.

6. PROCEDURAL MOTIONS

a) Calling the Question:

During debate of a main motion or amendment, any speaker who has not yet spoken may use their turn to call for a vote on the motion or "call the question" instead of speaking. This is an attempt to end debate on a motion and vote without allowing any more discussion. Because a motion to "call the question" may take away some members' right to speak, it should be used carefully. Before proposing to "call the question", there should be some indication that most members have made up their mind, and that speakers are not contributing new arguments.

A motion to "call the question" requires a seconder and may not be debated. In order to be carried, the motion to "call the question" requires 2/3 majority. If the motion is defeated, debate on the main motion or amendment continues.

If the motion to "call the question" is carried, then the meeting is ready to vote on the main motion or amendment on the floor. The Chair should take the vote with no further debate.

b) Deferring/Referring the Motion:

During the debate on a main motion or an amendment, any speaker, in their turn, can move to defer the question to a subsequent meeting. This is an attempt to postpone a decision on the proposal being considered until a future date or until after a specific action or decision has happened.

A speaker may also move to "refer the question" to the Board or a committee for further study and recommendations.

A motion to "defer/refer the question" must be seconded. The mover or, if the mover declines, one other member may speak in favour of deferring/referring the proposal and one member may speak against deferring/referring. A vote on the motion is then taken. If it carries, the proposal is deferred/referred as per the motion. If it is defeated, debate continues on the main motion or amendment.

c) Dilatory Motions

The Chair may rule a motion out of order on the grounds that it is absurd, frivolous, obstructive delaying or otherwise dilatory.

7. INTERRUPTIONS

Members may only speak out of turn if they wish to raise a point of order or a point of information. To raise such a point, a member stands and, with as much courtesy as possible, interrupts the current speaker or the Chair and announces that they wish to raise a point of order or information. The Chair may accept or reject such interruption at its discretion. If the Chair acknowledges the member, the point should be stated simply and briefly, and the member should sit down.

A Point of Order should be raised when a member feels that an incorrect procedure is being followed, there is a better procedure, the Chair has made an incorrect ruling or there is a lack of quorum. Once the point of order has been stated, the Chair will rule on its validity and if appropriate, act on it.

A Point of Information should be raised when a member feels they have an important piece of information relating to the item under consideration that may save needless debate if it is raised immediately instead of the member's turn to speak.