



bain apartments co-operative incorporated

100 bain avenue, 29A the lindens • toronto • ON • M4K 1E8 • tel. (416) 466-2186

NOTICE OF
ANNUAL GENERAL MEETING
JUNE 19, 2023, 7:00 PM – 9:00 PM &
BALLOT COUNTING MEETING
June 20, 2023, 7:00 pm – 8:00 pm
Both Online via Google Meet

Dear Members,

On June 19th we gather for our 2023 Annual General Meeting to:

1. Approve the Audited Financial Statements for the financial year ended January 31, 2023
2. Approve the Auditor for the upcoming financial year ending January 31, 2024
3. To elect 7 positions to Residents' Council, 6 two-year terms and 1 vacancy (1year)
4. To approve proposed Organizational By-law No. 1-2023

Please make every effort to attend. Fifty (50) members are required for quorum to constitute a legal meeting. We're counting on you to make this a smooth and easy process. Our auditor will attend to answer any questions you may have.

The AGM will be held on Google Meet again this year. You can join by computer, smartphone or tablet or you can phone in to the meeting from any phone.

To join the video meeting, click this link: <https://meet.google.com/nei-aadb-fkn>

Otherwise, to join by phone, dial +1 647-732-5331 and enter this PIN: 446 456 500#

Please ensure that we have your name registered if you are phoning in. If 2 members are on one computer, please put both names in the chat. Registering members who attend is important in case we need to have an election.

In this package, you will find the following:

1. The Agenda
2. Online Meeting Rules & Election Process
3. Minutes of the June 21, 2022 Annual General Meeting
4. Audited Financial Statements for the year ended January 31, 2023
5. A Nomination Form for Residents' Council – 7 positions open
6. Agenda for Ballot Counting Meeting, June 20th, 2023
7. Proposed Organizational By-law No. 1-2023

We look forward to seeing you at the Annual General Meeting.

Yours Co-operatively,
Residents' Council



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Annual General Meeting ***Bain Apartments Co-operative Incorporated*** *June 19, 2023, 7 pm - 9 pm*

AGENDA

1. 7:00 Call Meeting to Order
2. 7:02 Land Acknowledgement
3. 7:05 Appointment of Chair – Francesco Robles, *CHFT*
4. 7:10 Review Online Meeting Rules & Election Process
5. 7:20 Approval of Agenda
6. 7:25 Approval of Annual General Meeting Minutes of June 21, 2022
7. 7:30 Approval of Audited Financial Statements for FYE January 31, 2023
 - a. Presentation by Peter Nham, Prentice Yates & Clark
8. 7:50 Appointment of Auditor for FYE January 31, 2024
9. 8:00 Quorum for Ballot Counting Meeting
10. 8:10 Election of Directors
 - a. Nominations
 - b. Appointment of Elections Officer
 - c. Appointment of Scrutineers
11. 8:30 Proposed Organizational By-law No. 1-2023
12. 9:10 Residents' Council Report
13. 9:20 General Manager Report
14. 9:30 Adjournment

Land Acknowledgement for Toronto

We acknowledge the land we are meeting on is the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit.



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ONLINE MEETING RULES & ELECTION PROCESS

ONLINE PROTOCOLS:

1. Links will be posted on the website for your convenience as well as emailed in advance.
2. Please stay muted when you are not speaking. This minimizes background noise and helps everyone hear better.
3. The agenda is set and amendments to the agenda will not be possible.
4. All comments and questions should be addressed to the Chair. If you wish to speak, please raise your hand by clicking on the hand raise button on the bottom middle icon, click again when you've finished speaking. If you are on the phone, please speak up and let the Chair know you wish to speak. The Chair will call keep a speakers list and call on speakers.
5. For each motion, the Chair will ask for a mover and a seconder. Please state your name for the record. A Google Meet poll will open for voting on the motion. You can find the polls by clicking on the three shapes in the top right corner, then clicking "poll".
6. If you have a technical question or problem during the meeting, please email generalmanager@100bain.com or send a message via the chat in Google Meet.

RESIDENTS' COUNCIL ELECTION PROCESS:

1. In addition to the nomination forms received ahead of the meeting, the Chair will ask for nominations from the floor for the 7 open positions on Residents' Council.
2. Members may nominate themselves. If a member is nominated by someone else, that member will need to be present to accept the nomination.
3. Each candidate will have 90 seconds to address the meeting.
4. If there are 7 or fewer candidates, a motion to acclaim the candidates to RC will be made. If there are more than 7 candidates an election will be required.
5. If an election is required, a ballot will be delivered June 20th to the unit of each member who attended the AGM. Ballots must be returned to the office or the mailbox in the laundry room no later than 6:00 pm on June 20th. Late ballots cannot be accepted.
6. A Ballot Counting Meeting will be held, if necessary, on June 20th at 7:00 pm.
7. If an election is required, 2 scrutineers and an Election Officer will be nominated at the Annual General Meeting. They will count ballots in the office in the view of the Google Meet meeting to take place on June 20th at 7:00 pm.



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To view more phone numbers, click this link: <https://tel.meet/nei-aadb-fkn?hs=5>

The results will be announced at the meeting and on the website and posted in the laundry room.



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*Minutes of the
Annual General Members Meeting
held by way of Google Meet
on June 21st, 2022*

Present: Nancy Lyon, Emily Materick, Elizabeth Rainsberry, Mike Nevin, Nadia Habib, Vanessa Kwasowsky, Russell Vaughan, Shawn Gorman, Sue Enberg, Barb Jeschke, Andy Heap, Grant MacKinnon, Adene Kuchera, Pam Lindsay, Daphne Saint, Angus Palmer, William Marsh, Aoife Lawrence, Chris Berry, Shirley Epstein, Carolyn Steele, Vic Garbutt, Pat Bisset, John Sharkey, Ines Gallegos-Santinoli, Gordon Davies, Rebecca Rose, Nicole Quesnelle, Stacy Konatowski, Glenda Goodgoll, Ana Maria Santinoli, Aimée Haskell, Kieran Steele, Harmony Cohen, Karen Crowley, Phil Robson, Alusha Morris, Trish Walton, Alice Dixon, Valerie Moysey, Shoja Rahi, Denise Stapleton, Valentina Morelli, Don Richardson, Lynn Mantle, Marianna Kotyk, Kari Reynolds, Catherine Brunelle, Heather Yaeger, Germaine St. Louis, Victor Morelli, Greg Bonser, Megan Mugford, Dina Khorasanee, Walter Laupichier

Staff Present: Gita Schwartz, General Manager, Francesco Robles, Moderator, Peter Nham, Auditor

- 1. Call meeting to order, confirm quorum**
Meeting was called to order at 7:20 pm.
- 2. Land Acknowledgement**
Read by Russell Vaughan
- 3. Motion to Approve Chair, Francesco Robles**
Moved by Nancy Lyon and seconded by Carolyn Steel to approve Francesco Robles as meeting chair.
Carried.
- 4. Review Online Meeting Rules & Election Process**
- 5. Approval of Agenda**
Moved by Pam Lindsay and seconded by Harmony Cohen to approve the agenda as attached.
Carried.
- 6. Approval of Annual General Members Meeting Minutes of June 24, 2021**
Moved by Vic Garbutt and seconded by Pam Lindsay to approve the Annual General Meeting minutes of June 24th 2021.
Carried.



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7. Approval of Audited Financial Statements for FYE January 31, 2022

Presentation by Peter Nham, Prentice Yates & Clark

Moved by Rebecca Rose and seconded by Harmony Cohen to approve the audited financial statements for FYE January 31st 2022.

Carried.

Addendum from Angus Palmer on Audited Financial Statements added to minutes by request: "If the boiler work was paid out of the operating account, then the replacement reserve should have refunded the operating account. And if the loan of \$750,000 was intended to be spent on the boiler project (and it was), and the boiler account was paid out of the replacement reserve (which it should have been) then the \$750,000 should be put into the replacement reserve and the loan paid out of the replacement reserve. It's simple. But there's no sign that it's actually been done."

8. Appointment of Auditor for FYE January 31, 2023

Moved by Russell Vaughan and seconded by Sue Enberg to approve auditor for FYE January 31st, 2023.

Carried with 1 opposed.

9. Quorum for Ballot Counting

Moved by Harmony Cohen and seconded by Aimée Haskell to have a quorum of 10 members required for ballot counting.

Carried.

10. Election of Directors

a. Nominations

6 positions available

Elizabeth Rainsberry	Accepted
Russell Vaughan	Accepted
Harmony Cohen	Accepted
Adene Kuchera	Declined
Greg Bonser	Accepted
Vic Garbutt	Accepted
Lula Bahta	Declined
Shoja Rhai	Accepted
Angus Palmer	Declined
Mike Nevin	Declined
Bill Marsh	Declined
Aimée Haskell	Accepted
Carolyn Steele	Declined
Chris Berry	Declined
Ines Gallegos Santinoli	Accepted
Valentina Morelli	Declined
Gordon Davies	Declined
Aoife Lawrence	Accepted



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b. Appointment of Elections Officer

Moved by Emily Materick and seconded by Russell Vaughan to appoint Adene Kuchera as elections officer.

Carried

a. Appointment of Scrutineers

Moved by Emily Materick and seconded by Russell Vaughan to appoint the following members as scrutineers: Kari Reynolds, Glenda Goodgoll.

Carried.

b. Moved by Russell Vaughan and seconded by Germaine St. Louis to destroy ballots after 72 hours.

Carried.

11. Adjournment at 9:47pm, moved by Emily Materick and seconded by Valentina Morelli.

President

Secretary



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Please take notice of the

General Members' Meeting: Ballot Counting Bain Apartments Co-operative Incorporated

to be held online on June 20, 2023, 7pm-8pm

Proposed Agenda:

1. 7:00 Call Meeting to Order
2. 7:05 Approval of Agenda
3. 7:10 Counting of Ballots
4. 7:50 Announcement of Results
5. 8:00 Adjournment

BAIN APARTMENTS CO-OPERATIVE INCORPORATED

A BY-LAW ABOUT THE GOVERNANCE OF THE CO-OP

By-law No. 1-2023

ORGANIZATIONAL BY-LAW

Passed by Residents' Council on June 4, 2023

Confirmed by the members on _____, 20__

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ORGANIZATIONAL BY-LAW

The purpose of Bain Apartments Cooperative Incorporated (the Co-op) is to provide housing to its members at cost and without the possibility of profit and to give its members control over how their housing is operated.

The Articles of Incorporation of the Co-op state:

Cooperatively:

- a. To construct, acquire or improve dwelling units as a low-rental housing project, and to provide housing to persons without regard to race, colour, creed, religion, nationality, age, sex, or sexual preference, the majority of whom are members of the Co-operative and who occupy or will occupy the housing otherwise than as owners;
- b. To own or lease and operate land and buildings for the purpose of carrying out the foregoing;
- c. To hold, maintain, repair, alter, demolish, reconstruct, manage, collect or receive revenue from, such low-rental housing project;
- d. To enter into occupancy agreements with its members upon such terms as it may deem advisable;
- e. To sponsor and promote recreational and community activities of all kinds for the benefit of its members and their families;
- f. To become a member of any association or corporation having objects altogether or in particular similar to those of the Co-operative or carrying on any business activity capable of being conducted so as to directly or indirectly benefit the Co-operative;
- g. To encourage a better understanding of co-operative principles and to contribute to the betterment of society; and
- h. The Co-operative is a non-profit housing co-operative for the purposes of the Co-operative Corporations Act.

(Co-op incorporated: October 30, 1974. Articles amended: November 25, 1977 and August 14, 2001)

This By-law is the framework for the governance of the Co-op. It states the basic rules for how the Co-op is organized.

Article 1: About This By-law

1.1 Older By-laws

(a) Repeals

The following by-laws, or parts of by-laws, are repealed when this By-law becomes effective:

- The General By-law No. 1. (ratified 1976)
 - Including Schedule A Spending Policy.
- The Conflict-of-Interest Policy (approved April 20, 2004).
- The Confidentiality Agreement
- The Borrowing By-law #2
- Borrowing Policy

(b) Not repealed

Occupancy By-law #36

No tobacco Smoking By-law #35

1.2 Priority of this By-law

(a) Conflict with other by-laws

This is the order of priority in case of conflict:

- The Occupancy By-law governs over this By-law and other co-op By-laws.
- This By-law governs over all other co-op by-laws.
- Other By-laws can only change or govern over the Occupancy By-law or this By-law if they specifically state that they are doing so. All By-laws must be approved by Residents' Council and ratified by the membership.

(b) References to other by-laws

Sometimes this By-law refers to another co-op by-law. If the co-op does not have that by-law, Residents' Council will decide on anything which could have been in it and seek approval from the membership for its ratification. This does not apply if the co-op has the by-law, but just uses a different name for it or if the co-op includes those things in a different by-law.

1.3 Laws that Apply to the Co-op

(a) ***Co-operative Corporations Act and Human Rights Code***

The Ontario *Co-operative Corporations Act* (the *Co-op Act*) and the Ontario *Human Rights Code* are laws that affect things in this By-law. The Co-op and the members have to follow them.

(b) **Funding program laws**

The co-op must follow all laws, by-laws and policies pertaining to its funding programs

(c) **Changing by-laws**

If any part of the Co-op By-laws breaks any laws, Residents' Council will pass By-law amendments to correct the situation and submit them to the membership for approval. This could happen if there are changes in the laws or new interpretations. The law stands until by-law changes are made.

1.4 Special Meanings

(a) **Co-op office** (cross referenced with 26.3 (a))

The head office of the Co-op shall be in the City of Toronto in the Province of Ontario and at such place as Residents' Council may determine from time to time. The co-op office is located at 100 Bain Ave. Unit 29A Lindens, Toronto, Ontario M4K 1E8.

(b) **Confidentiality and Conflict of Interest Agreement**

The Co-op's Confidentiality and Conflict of Interest Agreement is in Schedule B of this By-law. It must be signed by all directors, officers, and committee members. Staff must also sign the Agreement, or it can be part of an employment contract or contract with any other party with whom the co-op contracts which says the same basic things.

(c) **Residents' Council Directors' Ethical Conduct Agreement**

Residents' Council Directors' Ethical Conduct Agreement is in Schedule C of this By-law. It must be signed by all directors.

(d) **Government requirements**

"Government requirements" means the laws, regulations or agreements with government bodies that apply to the Co-op.

(e) **General Manager**

When this By-law talks about the “general manager”, it means the senior staff person. It can also mean other staff members who have been authorized to perform some of the general manager’s duties stated in this By-law.

(f) **Officers**

“Officers” means only the officers stated in Article 13 (Officers). It does not include any staff.

(g) **Relatives** (cross-referenced with 19.1)

In this By-law someone is considered a relative of someone else if that person is related by blood or adoption, marriage, common law relationship or in a conjugal relationship with the other person or are living in the same household.

Being related by blood or adoption means being in the relationship of being a parent and a child, or other direct ancestor or descendant, such as a grandchild or a grandparent, or the relationship of being a sibling. A child of an individual includes a person of whom the individual is the legal parent, a child of the individual's spouse or common-law partner (that is, a stepchild), and a spouse or common-law partner of the individual's child (that is, a son-in-law or a daughter-in-law), as well as the spouse or common-law partner of a stepchild or of a person considered to be the individual's child. Being related by marriage, common law relationship, or being in a conjugal relationship with the other person, includes persons who are in same-sex or opposite-sex relationships.

In addition,

• **Related businesses:**

Related businesses are included in the word “relative” in this By-law. A business is related to anyone who owns any part of the business or works for the business or gets any benefit that depends on how well the business does. It does not include owning stock or securities listed on a public exchange.

(h) **Staff**

The word “staff” in Co-op by-laws means people who are hired or contracted to perform staff duties at the Co-op. It does not matter if they are Co-op employees, people who work under a contract with the Co-op, or any other party with whom the co-op contracts.

(i) **Residents’ Council**

Residents’ Council is the name of the Board of Directors of the Co-op.

Article 2: Membership

2.1 Membership

To become a member of the Co-op, an applicant must be approved by Residents' Council, and move into the Co-op. The applicant must meet all the criteria and follow the processes set out in the Membership Policy and Article 8 of the Occupancy By-law.

2.2 Qualifications for Membership

To become members of the Co-op, applicants must be at least sixteen years old. Applicants must also meet any other qualifications in the Occupancy By-law, Membership Policy and all other Co-op By-laws.

2.3 Applying for Membership

(a) Who must apply

All members of an external applicant's household who are 16 years of age or older at the time of application, must apply for membership or long-term guest status.

(b) Signing application

Everyone in a household who intends to become a member must sign a membership application. Anyone else in the household (except children of the applicant) must sign a long-term guest application. The applications must be completed and signed using the Co-op's standard forms or the Co-op will not consider the applications.

(c) Other applicant requirements

Everyone in an applicant's household must follow the process stated in the Occupancy By-law or other co-op by-laws. This applies to everyone except children under sixteen.

2.4 Financial Responsibility

(a) *Human Rights Code* requirements about income information

The Ontario Human Rights' Commission Policy stipulates that a co-op can ask an applicant for income information but must also ask for and consider together any available information on rental history, credit references and credit checks. Income information can only be considered on its own when no other information is made available.

(b) **Applicants with credit problems**

In case of problems, Residents' Council can approve an application if the applicant has a satisfactory co-signer or makes other special financial arrangements. Schedule D is a form that can be used.

(c) **Occupancy By-law**

The Occupancy By-law (*Article 1.5*) also applies to membership applications in addition to this section.

2.5 Moving into the Co-op

Before moving into the Co-op, approved applicants must

(a) **Move-in requirements**

Prior to move-in, new members must

- complete and sign the occupancy agreement
- pay the lifetime membership fee
- pay the member deposit or follow the member deposit requirements in the Occupancy By-law unless not required to do so under Occupancy By-law, Article 3.
- pay the first month's housing charge.

(b) **Approved long-term guests**

Details are set out in the Occupancy By-law #36 and the Membership Policy. If a long-term guest has been approved, a Long-term Guest Agreement must be completed and signed by the guest and the other members of the household.

Article 3: Calling Members' Meetings

3.1 Annual General Members' Meeting

Residents' Council must call an annual general members' meeting each year. The meeting must take place not more than six months after the end of the co-op's fiscal year. It also must be no more than fifteen months after the last annual meeting.

3.2 Other Members' Meetings

Residents' Council must call four (4) general members' meeting each year. One of which can be the Annual General Meeting. A members' meeting can also be called by a motion passed at an earlier member meeting or as stated in section 6.5 (Requisition to Call a General Members' Meeting).

3.3 Notice of Members' Meetings (cross-referenced with 4.3 (c))

(a) Length of notice

Notice of a members' meeting must be given at least ten days before the date of the meeting. It cannot be given more than forty-nine days before the meeting.

(b) Who gets notice

Notice of a members' meeting must be given to every member unit at the time the notice is sent out. One notice will be delivered to each household – and if the household wishes to have more than one copy – they can contact the office for more copies. No error or accidental omission in giving notice of any Resident's Council meeting or GMM or AGM will invalidate the meeting or make void anything that happens at the meeting.

(c) Contents of notice

Notice of a members' meeting must state the date, time and place of the meeting. It must include an agenda for the meeting or state the general nature of the business at the meeting.

(d) Financial statements

A copy of the financial statement and auditor's report must be given to each member at least ten days before the annual general meeting.

(e) Proposed by-law or budget (cross-referenced with 4.2)

A proposed by-law or budget must be mentioned in a notice of meeting, or an agenda sent out with the notice. A copy of the proposed by-law or budget must be given to each member at least five days before the meeting.

Article 4: Holding Members Meetings

4.1 Agenda of Members Meetings

(a) Annual general meetings

The agenda for each annual general meeting must include:

- presenting the financial statements
- presenting the auditor's report on the financial statements, and
- appointing the auditor for the next year.

The agenda usually includes election of directors and reports from Residents' Council.

(b) All meetings

The agenda for all meetings must be approved at the meeting. The agenda can only include things referred to in the notice of the meeting or a proposed agenda sent out with the notice. Members cannot vote on anything else, although they can discuss other business without voting.

(c) Proposed agenda

Residents' Council must present a proposed agenda for each members' meeting. The proposed agenda should be sent out with notice of the meeting. It can also be sent out later or presented at the beginning of the meeting, but it can only include things referred to in the notice of the meeting.

(d) Adding items (cross- referenced with 6.3)

Any member may request to add an item to the proposed agenda by sending a written request to Residents' Council. Residents' Council must put the item on the proposed agenda for the next members' meeting. If the next meeting is less than fifteen days after the request is received, Residents' Council will put it on the proposed agenda for the following meeting. Anything added to the proposed agenda must be within the powers of the members as stated in section 6.1 of this By-law. (*Co-op Act requirements*).

4.2 Authority of Members Meetings

A members' meeting can amend any by-law or budget presented to it. They can do this even if the version they pass is different from, or contrary to, what was originally sent out under section 3.3(e) (Proposed by-law or budget). Any decision at a members' meeting must be within the powers of the members as stated in section 6.1 of this By-law (*Co-op Act requirements*).

4.3 Quorum at Members' Meetings

(a) **Minimum number** (cross- referenced with 4.3 (d) & (e))

At least 50 members must be present in person for the Co-op to hold a legal annual general member meeting and 25 members must be present in person in order to hold any other general or special members' meeting.

This is called a quorum. A quorum must be present at the beginning of the meeting and at the time of any vote. If there is not a quorum, anything done has no official status.

- If there is a secret ballot, a quorum must be present at the time the ballots are collected, but not when the result is announced.
- When counting quorum, the chair is included if the chair is a member of the co-op.

(b) **If no quorum** (cross- referenced with 4.3 (d) & (e))

A meeting should start at the time stated in the notice of the meeting or as soon after that as a quorum arrives. A meeting must be called off if the following apply:

- if a quorum has not arrived by forty-five (45) minutes for an annual general meeting and thirty minutes (30) for a general member meeting after the time stated in the notice,
- if a quorum is not present when it is time for a vote.

(c) **Continuing the meeting at a later time** (cross- referenced with 4.3 (e))

If a meeting is called off because there is not a quorum, the members who are present can vote to continue the meeting between five and fifteen days later. The agenda for the continued meeting will be the same as for the original meeting. There must be at least two days' notice of the continued meeting.

(d) **Quorum at continued meeting** (cross- referenced with 4.3 (e))

Sections 4.3(a) and (b) apply to the continued meeting, but if a full quorum has not arrived thirty minutes after the time stated in the notice of the meeting, the quorum for that meeting will be 25 in the case of an annual general meeting and 15 members in case of a general member meeting of the members.

(e) **Appeal meeting or requisitioned meeting**

If a meeting is to consider a member requisition or an appeal of a Residents' Council decision that is permitted under another by-law, sections 4.3(a) and (b) apply, but the meeting cannot be continued at a later time to consider the

requisition or appeal. Sections 4.3(c) and (d) do not apply. Residents' Council does not have to call another meeting in response to the requisition or appeal. If a meeting is continued to deal with other items, the requisitioned item or appeal will not be on the agenda for the continued meeting.

4.4 Attendance by Non-Members

(a) Non-members

Non-members, including staff, can attend and speak at members' meetings only if the chair gives them permission. The members can reverse the chair's permission. Non-members cannot vote or make motions.

(b) General Manager

Residents' Council should arrange for the general manager to be present at members' meetings to answer questions and explain things.

4.5 Minutes and Record of Attendance

Residents' Council will arrange for the Residents' Council secretary or someone else to keep minutes and a record of all persons who attend members' meetings. The minutes should comply with section 21.1 (Confidentiality of Minutes).

Article 5: Procedures for Meetings of Members

5.1 Chair (cross- referenced with Rule 1.1)

(a) Chosen by Resident's Council

The chair for each members' meeting will be chosen by Residents' Council. Residents' Council can choose a director or member or an outside person.

(b) Outside chair

If Residents' Council chooses an outside person who is not a member, the members present must approve that person at the meeting. If they do not approve the outside person, the chair will be another member chosen by the Residents' Council.

(c) If Residents' Council does not choose

If Residents' Council does not choose someone else, the chair will be the president.

5.2 Rules of Order

The Rules of Order are a part of this By-law. They are attached as Schedule A. The chair uses the Rules of Order to run member meetings and decides any question about procedure that is not in the Rules of Order. The members have the right to appeal the chair's ruling as stated in the Rules of Order.

5.3 Voting

(a) Right to vote

Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time of the vote.

(b) Must be present

Members can vote only if they are present at the meeting. Members cannot appoint someone else to vote for them. Proxy voting is not permitted.

(c) Secret ballot (cross- referenced with Rule 6.2)

Voting is by show of hands unless there is a secret ballot. There will be a secret ballot in the following cases:

- electing directors
- where Residents' Council decides there should be a secret ballot and states this on the agenda for the meeting, and
- where the members at the meeting decide by simple majority vote to have a secret ballot on a motion.

(d) **Voting by chair** (cross- referenced with Rule 1.4)

The chair can vote only if the chair is a member of the co-op and only in the following situations.

- **Secret ballot:** The chair can vote on a secret ballot. If it is a tie, the chair does not get a second vote.
- **Other votes:** The chair can vote only to break a tie.

5.4 Majority Required (cross- referenced with Rule 6.5)

(a) **Simple majority**

A simple majority vote is needed to make any decision at a members' meeting unless a by-law or the *Co-op Act* has other requirements. A simple majority is more than half the votes cast, without counting abstentions. A tie vote defeats the motion. In this section, there are several references to other bylaws and/or the Co-op Act.

(b) **Two-thirds majority**

A two-thirds majority vote is needed to confirm by-laws and by-law amendments. This means at least two-thirds of the votes cast, without counting abstentions and without rounding. A two-thirds majority vote is also needed to confirm special resolutions. Special resolutions are required in certain situations stated in the *Co-op Act* and the co-op by-laws. Examples are when amending the Articles of Incorporation and when approving Major Commitments under section 24.2(a) (Approval Process – How member approval is given).

(c) **Calculating majorities**

Rule 6 (Voting) in the Rules of Order states how a simple majority and a two-thirds majority are calculated. Examples are in the Comment in Rule 6.

Article 6: Member Control

“Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. (People) serving as elected representatives are accountable to the membership.”(CHF Canada, A Mission statement and a vision for the future, The Co-operative Principles, 2. Member control).

6.1 *Co-op Act* Requirements (cross- referenced with 4.1 (d) & 4.2)

The *Co-op Act* states the basic requirements for member control and Residents’ Council’s responsibility. These are:

(a) Residents’ Council **responsibility**

Residents’ Council supervises the management of the affairs and business of the co-op.

(b) **Member control**

The members do not manage the affairs of the co-op. They have final say only in the ways stated in the *Co-op Act*. In addition, the by-laws require member approval for certain actions. Examples where member approval is required are:

- electing directors. (Co-op Act, 90(1))
- removing directors (Co-op Act, 104)
- approving the housing charges (Co-op Act, 171.6(1))
- approving operating and capital budgets
- appointing the auditor (Co-op Act, 124(2))
- approving major commitments. (Organizational By-law, 24.1)
- approving by-laws and by-law amendments (Co-op Act, 23(b))
- Passing a by-law or resolution by means of a requisition. (Organizational By-law, 6.4)
- Electing committee members. (Organizational By-law 17.1)
- Electing CHFT/CHF Canada delegates and alternates. (Organizational By-law, 15.2)

Through the Requisition process members may also: (Co-op Act article 70, 71 & 79)

- Add an item to the agenda of meeting of members. (Organizational By-law 6.3)
- Have a statement about an agenda item circulated. (Org. By-law 6.3)
- Call a General Meeting of Members. (Organizational by-law 6.5)

6.2 Requisitions

If any members feel that there is a problem that requires a membership decision, they can submit a requisition. This is sometimes called a petition. Requisitions are not business as usual but are used as a last resort in unusual circumstances where members feel they are not being served by Residents' Council. The *Co-op Act* has detailed rules for requisitions. Members should consult the Act. The next part of this Article has explanations and additions. The last section of this Article has rules that apply to all requisitions. (*Co-op Act Articles 70, 71 & 79*)

6.3 Requisition to Add an Item on the Agenda for a Members' Meeting

Members can submit a requisition to put something on the agenda for the next general members' meeting. This may not be necessary because a single member can do the same thing under section 4.1(d) (Agenda of Members' Meeting – Adding items) of this By-law. The requisition can also require Residents' Council to circulate a statement about something already on the agenda provided that the requisition and the statement comply with any relevant legislation. The requisition must include the exact wording of the statement. Details of this kind of requisition include:

- **Section 71:** See Section 71 of the *Co-op Act*.
- **Five percent:** The requisition must be signed by five percent of the members.
- **21 days:** A requisition to add an item must be received at least 21 days before the meeting.
- **14 days:** A requisition to circulate a statement about something must be received at least 14 days before the meeting.
- **Limits:** The agenda item must be within the authority of the members.

6.4 Requisition to Pass a By-law or Directors' Resolution

Members can submit a requisition for Residents' Council to pass a by-law or resolution. The requisition must include the exact wording of the by-law or resolution. Residents' Council does not have to agree with the requisition. In that case Residents' Council calls a general members' meeting to consider the question. If Residents' Council does not do that, then anyone who signed the requisition can call the general members' meeting. Details of this kind of requisition include:

- **Section 70:** See Section 70 of the *Co-op Act*.
- **Ten percent:** The requisition must be signed by ten percent of the members.
- **21 days:** If Residents' Council agrees with the requisition, it has 21 days to pass the by-law or resolution and call a members' meeting to confirm it, if necessary.
- **General members' meeting:** If Residents' Council does not agree with the requisition, it can call a general members' meeting to decide. If Residents' Council does not call a general members' meeting within 21 days, then

anyone who signed the requisition can call the meeting. The meeting must be held within 60 days.

- **No repetition:** If the requisition failed, no new requisition is permitted for a similar by-law or resolution for two years.

6.5 Requisition to Call a General Members' Meeting (cross- referenced with 3.2, 8.3(b))

Members can submit a requisition for Residents' Council to call a general members' meeting. The requisition must state the purpose of the meeting. This is normally used when Residents' Council has not been calling enough meetings or members want information about something from Residents' Council. It can also be used if members want to remove directors from Residents' Council. It does not authorize the members to pass a by-law unless Residents' Council has already passed it. Although the requisition submitted must include the exact wording of the proposed motion – it should be noted that the proposed motion or bylaw can be changed or amended at the meeting as long as 2/3 or more of the members' present at the meeting vote in favour of the amendment. Details of this kind of requisition include:

- **Section 79:** See Section 79 of the *Co-op Act*.
- **Five percent:** The requisition must be signed by five percent of the members.
- **30 days:** Residents' Council must call and hold the general members' meeting within 30 days.
- **60 days:** If Residents Council does not call and hold a general members' meeting within 30 days, then anyone who signed the requisition can call the meeting. The meeting must be held within 60 days.
- **Limits:** The business for the meeting must be within the authority of the members. (cross reference with 6.1)

6.6 Requirements for All Requisitions

Requisitions must follow the requirements of the *Co-op Act*. This can be very detailed and complicated. The following rules apply to requisitions at the co-op under the *Co-op Act* and the by-laws.

- **Exact wording:** Requisitions must include the exact wording of the proposed motion, resolution, by-law, etc.
- **Original signatures:** The requisition submitted must have the original of all signatures, not photocopies. It cannot be signed or submitted electronically. Section 26.3(c) (Notices to Co-op – Electronic mail) does not apply.
- **Multiple pages:** The signatures can be on more than one page, but each page has to have the full wording of the proposed motion, resolution, by-law, etc.
- **Time limits:** All time limits start when the original requisition is given to the co-op as stated in section 26.3 (Notices to Co-op).
- **Calling meetings:** Meetings called under requisitions are called in the same way as other members' meetings and with the same notice periods and are governed by the same rules.

- **Planned meetings:** Residents' Council does not have to call a separate meeting under Sections 70 or 79 of the *Co-op Act*, but can put the requisition on the agenda for another members' meeting within the same time limits.

Article 7: Residents' Council

7.1 Number of Directors (cross- referenced with 11.2)

Residents' Council is made up of 12 directors.

7.2 Who Can be a Director

(a) *Co-op Act*

Directors have to be members of the co-op who are at least 18 years old and have the other qualifications stated in the *Co-op Act*. These qualifications are that a director may not be bankrupt or incapable of managing property under the *Substitute Decisions Act*. They apply at the time directors are elected and while they are directors. If an existing director no longer has the required qualifications, the position on Residents' Council is automatically vacant.

(b) Good financial standing

Members who are in arrears may not be elected or appointed as directors. The rules for existing directors who go into arrears are stated in the Occupancy By-law, Section 11.5 (c).

(c) Members of same household

Two or more members who occupy the same unit or who are relatives may not be directors at the same time. (See 1.4 (e) for definition of relatives)

(d) Service company employee

A member who is employed by the co-op or by a company that services the co-op cannot be a director (*Occupancy By-law section on "Co-op Employees"*).

(e) Ethical Conduct and Confidentiality and Conflict of Interest Agreements

Every director has to sign a Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement. The Agreements must be signed before the election meeting or within ten days afterwards. A signed copy of each Agreement must be given to the manager. If a director fails to do this, the position on Residents' Council is automatically vacant.

(f) Issues about qualification

A. Before Residents' Council elections

Any question about whether the member meets the requirements to be a director should be resolved before Residents' Council elections, if possible. If

there is a disagreement, the member can run for Residents' Council. If elected, the member will not become a director until Residents' Council decides on the question.

B. After Residents' Council elections

If a question about a director's qualifications at the time of election comes up later, the director will continue on Residents' Council until Residents' Council makes a decision about it.

C. Effect of Residents' Council decision

If the decision under A. or B. is that the member did not meet the requirements, the position on Residents' Council is automatically vacant. The decision is not subject to appeal.

(h) Residents' Council procedure for deciding about qualification

The member must be given written notice of Residents' Council meeting to discuss whether the member met the requirements to be a director. The notice has to be given at least ten days before the meeting and must state the date, time and place of the meeting and the reason why the member may not have met the requirements. The member can appear and speak at the meeting. The member can have a representative at the meeting. Residents' Council decides and votes without the member present.

7.3 Term of Office

(a) Length of term

Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting after that. This means that a term will not be exactly two years.

(b) First meeting of the new Residents' Council

Residents' Council must meet no more than seven business days after an annual general members' election meeting or any meeting where more than forty percent of the director positions are elected for the purpose of electing its officers. The time for the meeting can be postponed only if all directors sign a consent to postpone it. Until Residents' Council meeting, the co-op signing officers prior to the election will keep their responsibilities under this By-law.

(c) Staggered terms

Directors' terms will be staggered so that in one year about half the directors will be elected for two-year terms and in the next year the other directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

(d) Election for partial terms

Sometimes a single election is for directors with full terms and partial terms. An example would be where a director resigned and Residents' Council did not appoint someone. At those elections the candidates with the largest number of votes will be elected to the full terms. If there is a tie for the last full-term position, Residents' Council will decide. The decision will be recorded in the Residents' Council minutes.

7.4 Director Term Limits

(a) One year gap

A member who has been a director for two consecutive terms is not eligible to be a director until the next annual election after the second term ended. Until then, the member cannot be elected to Residents' Council or appointed to fill a Residents' Council vacancy. A partial term counts as a term if it is longer than one year. A term is two years. In the event that no member steps up to fill a vacancy, exceptions can be made for a director to take on a third term.

(b) Start of these rules

The existing terms of directors will not be reduced when this By-law comes into force. This section will apply to all elections after that time.

Article 8: Residents' Council Elections (cross- referenced with 12.3 (a))

8.1 Election Officer or Committee (cross- referenced with Rule 6.3)

(a) Before election meeting

Before a members' meeting to elect directors, Residents' Council can appoint an election committee. The committee could have only one member, who would be called the election officer. The committee members do not have to be members of the co-op and could be a staff member or a resident in the Co-op. The committee is responsible for

- giving information about the election to the members, including educating members on the duties and responsibilities of Residents' Council
- finding candidates
- discussing qualification issues with candidates
- making sure the election follows the rules stated in the *Co-op Act (75.1)* and the by-laws, and
- supplying ballots at the members' meeting.

(b) Number of candidates

The election committee should try to have more candidates than the number of directors to be elected.

(c) Nominations

The election committee can present a list of candidates to the members' meeting. Nominations are not required for those candidates. Members can nominate other candidates. Members can nominate themselves. Nominations do not have to be seconded.

(d) Counting votes

The election committee supervises counting the votes and announces the results. The members' meeting should choose two or more members unrelated to the candidates to count the votes. If there is no election committee, or if the members do not choose people to count the votes, the chair will decide how the votes will be counted.

8.2 Election Procedures (cross- referenced with rule 6.3)

(a) Annual members' election meeting

Members elect the directors at the annual meeting, but they can be scheduled for another meeting. If there are vacancies, they are filled as stated in section 12.3 (Vacancies).

(b) **Voting**

Sections 90 and 91 of the *Co-op Act* state election and voting procedures that the co-op must follow. These include:

- The election is by secret ballot.
- Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted.
- Members cannot vote more than once for a candidate.
- Members cannot appoint someone else to vote for them.

(c) **Quorum requirements**

Members can vote only during a proper meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a quorum while the votes are being counted and when the results of the vote are announced.

(d) **Most votes**

The candidates with the most votes are elected to Residents' Council. The number of votes for each candidate or the order in which they finished should not be announced. If applicable, there will be an announcement of:

- the names of candidates tied for the last position
- the names of candidates elected for a full term and for a partial term.

(e) **Tie vote**

If there is a tie for the last position, there will be a second ballot between the tied candidates. If a quorum is no longer present, Residents' Council will decide between the tied candidates by flipping a coin.

(f) **Acclamation**

If the number of nominees is equal to the number to be elected or less, those candidates are elected by acclamation.

(g) **Lower number elected**

If the number of directors elected is lower than the positions available, the vacancies can be filled by Residents' Council under section 12.3 (Vacancies).

8.3 Recount (cross- referenced with Rule 6.4)

(a) **Immediate recount**

A member can move to have a recount immediately after the results are announced. If a quorum is still present and at least nine members support the motion, there will be an immediate recount. One of the members who supported the motion can be present during the counting.

(b) **Special recount meeting**

If there has not been an immediate recount, five percent of the members can requisition a special members' meeting to recount the votes. See section 6.5 (Requisition to Call a General Members' Meeting). This requisition must be received during the seven days following the election meeting. There will be a recount at the meeting. One of the members who signed the requisition can be present during the counting. Until the recount, the results announced at the election meeting will stand.

(c) **Used ballots**

The election committee or the chair will destroy the ballots right after a recount. If there is no recount at the election meeting, the ballots will be kept in a safe place during the seven days following the election meeting. They will be destroyed on the eighth day unless a recount meeting has been requisitioned under this section.

Article 9: Role of Residents' Council

9.1 Duties of Residents' Council

Residents' Council is responsible for the good governance of the Co-op, and supervises the management of the Co-op. It identifies goals, sets priorities, and plans for the future.

It provides principled leadership based on democratic values supported by the membership.

Residents' Council is accountable to the members for the work it does on their behalf. Even when the Co-op Act and the By-laws do not specifically require Residents' Council to consult the membership, Residents' Council should always act transparently in the decisions it makes and be responsive to the membership.

Residents' Council is responsible for the good governance of the co-op. Residents' Council supervises the management of the Co-op. It can use all the powers of the Co-op, unless the *Co-op Act* or the by-laws say that a members' meeting is needed to decide on something. Some of Residents' Council's duties are to:

(a) Members

- To approve or refuse membership applications
- To call members' meetings and present an agenda to the members
- To report to the members on the activities of Residents' Council and committees
- To be responsive to the community needs of the members
- To ensure that education about co-operative housing is available to members

(b) Finances

- oversee the financial affairs of the co-op
- present an annual budget to the members
- make financial decisions for the co-op within the budget and by-laws
- arrange for long-term financial planning based on expected future needs of the co-op
- make sure the co-op has a current building condition assessment, a current reserve fund study and an asset management plan
- report to the members on the co-op's finances

(c) Maintenance

- ensure that the co-op's property is well maintained, and repairs are done when needed
- oversee the system for responding to member work orders to ensure it operates efficiently

(d) Risk management

- make sure the co-op has appropriate insurance for the co-op property and for co-op liability
- make sure that other kinds of insurance are maintained if prudent and cost-effective, such as directors' and officers' liability insurance and employee and contractor dishonesty insurance or bonding
- evaluate and approve long-term maintenance contracts for co-op equipment
- make sure the co-op has a disaster relief plan
- arrange for all required fire plans
- make sure the co-op's electronic records and data are backed up and protected

(e) Organization

- make sure that co-op by-laws are reviewed regularly
- have a clear outline of the responsibilities of committees and staff
- co-ordinate the activities of committees
- involve the co-op in the broader co-operative movement and in the local community

(f) Staffing

- deal with staffing as stated in Article 16 (Staffing)

9.2 Committees and Staff

Residents' Council can arrange for things to be done by committees or staff. Residents' Council has to supervise them. Residents' Council has final responsibility and can overrule committees or staff.

9.3 Powers of Individual Directors

Residents' Council of directors can act only by a decision of Residents' Council as a whole. Individual directors have no authority to act except as stated in a by-law or as authorized by a decision at a Residents' Council meeting.

Article 10: Standards for Directors

(cross-referenced with 12.2 (b))

10.1 Standard of Care

Standards of care required for a director are stated in the *Co-op Act (p.108)* and other laws. A director must

- act honestly, in good faith and in the best interests of the co-op rather than in the director's personal interest, and
- use the care, diligence, and skill of a reasonably prudent person.

10.2 Performance of Directors' Duties

Each director must

- attend all Residents' Council and members' meetings unless excused by the Residents' Council based on advance notice of absence or later information if advance notice was not possible
- prepare for all meetings
- comply with the co-op by-laws and with Residents' Council decisions, and
- comply with the Directors' Ethical Conduct Agreement and the Confidentiality and Conflict of Interest Agreement.

Article 11: Residents' Council Procedures

11.1 Resident Council Meetings

(a) Regular meetings

Unless Residents' Council decides something else, Residents' Council will hold regular monthly meetings at a regular time and place set by the Residents' Council.

- There is no need to give notice of regular meetings.
- Residents' Council can consider or adopt a motion even if no advance notice of the item was given.

(b) Special meetings

Residents' Council can hold special meetings. A special meeting can be called by a decision of Residents' Council, by the president or vice-president or by a quorum of directors. It can be held at any place Residents' Council approves. A director with a conflict of interest cannot call a special meeting about the item where there is a conflict or be part of the quorum that calls the special meeting.

- Each director must be given at least three days written notice. In case of emergency, less notice can be given and/or notice can be given in person or by phone or voicemail.
- The notice must state the general nature of the meeting's business. An agenda should be included with the notice if possible.
- Residents' Council can only adopt motions about things that were within the notice or on the agenda.

(c) E-mail notices

Any director can agree in writing to accept notices by e-mail. This can be done using section 2 of the Directors' Ethical Conduct Agreement. E-mail can be used to give those directors notices of Residents' Council meetings, agendas of Residents' Council meetings and reports and other documents related to Residents' Council functions. Highly sensitive materials should not be sent by e-mail but should be distributed at the meeting and all copies should be collected afterwards.

(d) Giving up the right to a notice

Directors can give up their right to notice of a specific meeting. This can be done in writing or by attending the meeting.

11.2 Quorum at Residents' Council Meetings

A quorum must be present in order to hold a Residents' Council meeting and make decisions or transact any business. A quorum equals a majority of the number of directors stated in section 7.1 (Number of Directors). The number required for a

quorum can only be reduced by an amendment to this By-law and only if the new quorum complies with the *Co-op Act (108)*. It is not reduced by vacancies, conflicts of interest or for any other reason. If the chair is a member of the co-op, the chair is included when counting quorum.

11.3 Phone Meetings

Any or all directors can participate in a Residents' Council meeting by conference phone or other equipment where all the directors can hear each other. A director participating in those ways is considered to be present at the meeting.

11.4 Residents' Council Polls

(a) Effect of Residents' Council poll

If no director objects, a Residents' Council poll can be used to get an advance opinion from the directors. A Residents' Council poll is not a legal decision. The results have to be reported to the next Residents' Council meeting. The Residents' Council poll becomes a legal decision if Residents' Council passes a motion to confirm it.

(b) Procedure for Residents' Council poll

A Residents' Council poll can be arranged by a decision of Residents' Council, by the president or vice-president or by the general manager. The poll can be conducted by e-mail, telephone or in other way. All directors will be given the same information and the opportunity to state their position on the issue.

(c) Acting on Residents' Council poll

Before the next regular Residents' Council meeting, action can be taken as a result of a Residents' Council poll only if

- the result of Residents' Council poll is confirmed by a special Residents' Council meeting, which could be by telephone, or
- the action is within the authority of the general manager or another person who takes the action.

11.5 Chair

The chair for all Residents' Council meetings will be the president, or the vice-president if the president is absent. Residents' Council can choose someone else. That person can be another director, a member or an outside person. The chair can only vote in order to break a tie and only if the chair is a director.

11.6 Voting

Each director has one vote at Residents' Council meetings. A simple majority vote is needed to make any decision, unless a by-law, or the *Co-op Act*, states something

else. An abstention is not counted as a vote. A tie vote defeats the motion unless the chair is a director and votes to break the tie.

11.7 Procedures

Procedures at Residents' Council meetings will be the same as at members' meetings. The Rules of Order for members' meetings also apply to Residents' Council meetings except when this By-law states something else.

11.8 Members, Staff and Guests at Residents' Council Meetings

Members can attend the non-confidential part of Resident's Council meetings as observers only under the condition that they do not disrupt the meeting in any way. They cannot make motions or vote. Anyone other than a member needs to be given permission to attend ahead of the meeting. Attendees/observers may speak at the meeting only if they are granted permission to do so ahead of the meeting. An observer can be invited to speak by the Chair of Resident's Council.

11.9 Minutes of Residents' Council Meetings

The approved minutes, or brief summaries, should be made available to members as soon as possible after they are approved. A copy of the approved minutes must be available to members at the co-op office during regular office hours. This does not include confidential minutes as stated in section 21.1 (Confidentiality of Minutes).

Article 12: Early Ending of Directors' Terms

12.1 Resignation of a Director (cross- referenced with 12.2 (f) & 13.3 (a))

(a) Submitting resignation

A director can resign by giving written notice to the co-op. The notice must be delivered to the president or to the co-op office. The resignation will not take effect until the time stated in this section.

(b) If there would still be quorum

Residents' Council will consider the resignation at the first meeting after it is received. If the Residents' Council would still have a quorum after the resignation takes effect, Residents' Council must accept the resignation at that meeting. The resignation will take effect when it is accepted.

(c) If there would not be quorum

If the resignation would leave Residents' Council without a quorum, it will take effect thirty days after the Residents' Council meeting or earlier if enough vacancies are filled so there will be a quorum. The vacancies can be filled by Residents' Council or by the members if the item is on the agenda for a members' meeting during the thirty days.

(d) Withdrawing resignation

A director can withdraw a resignation before it takes effect, but only if Residents' Council passes a motion to consent to withdrawal.

12.2 Removal of a Director (cross- referenced with 13.4 (a) & 19.5 (e))

(a) Members can remove

A members' meeting can remove any director before the end of the director's term. This can be for the reasons stated in the next paragraph of this section or for any other reason that the members wish. Notice that a motion made to remove a director must be given to all members at least ten days before the meeting. The motion must be passed by majority vote.

(b) Residents' Council can recommend removal

Residents' Council can recommend that the members remove a director if the Residents' Council decides that the director has broken Article 10 (Standards for Directors) or has not carried out the other responsibilities of a director or member.

(c) Procedure for Residents' Council recommendation

The director must be given written notice of the Residents' Council meeting to discuss the recommendation. The notice has to be given at least ten days before the meeting and must state the time and place of the meeting and the

grounds for the recommendation. The director can appear and speak at the meeting. The director can have a representative at the meeting. Residents' Council decides and votes on the recommendation without the director present.

(d) Report to members

If Residents' Council votes to recommend removal and the director does not resign, the Residents' Council must report the recommendation to the next members' meeting. The members make the final decision. If no motion is passed at the members' meeting, Residents' Council decision is confirmed and removal is effective on the day of the members' meeting.

(e) Until members' meeting

If Residents' Council votes to recommend removal, then until the members' meeting the director will not be entitled to attend Residents' Council meetings as a director or count in the quorum or receive notices or documents that go to directors.

(f) Resignation after Residents' Council decision

If Residents' Council votes to recommend removal, the director may decide to resign before the next members' meeting. If the director submits a written resignation, it will take effect only as stated in section 12.1 (Resignation of a Director).

(g) Removal for prohibited conflict of interest

Residents' Council can remove a director with a prohibited conflict of interest as stated in section 19.5(e) In that case, removal is effective immediately and does not require approval by the members.

(h) The office of a director shall be vacated if they are absent without leave of the directors from three consecutive regular Residents' Council meetings or general meetings.

12.3 Vacancies (cross- referenced with 8.2 (a) & 8.2 (g))

(a) When the members remove a director

When the members remove a director, they can elect any qualified member for the rest of the term of the former director. Residents' Council will use a public notice soliciting volunteers for the position. If there are no responses, the following sections will then apply as stated. *Article 8* (Residents' Council Elections) applies with all necessary changes. If the members do not fill the vacancy, Residents' Council can do so.

(b) When members do not elect enough directors

When the members do not elect the full number of directors at an election meeting, Residents' Council can appoint a qualified member to fill the vacancy.

(c) When vacancies occur for any other reason

When there is a vacancy on Residents' Council and the previous paragraph doesn't apply, Residents' Council can appoint a qualified member for the rest of the term of the former director. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

(d) If no Residents' Council quorum

If there is a vacancy and Residents' Council no longer has a quorum, the remaining directors must call a members' meeting. If they do not do so, then the manager or anyone who was an officer within the last twelve months can call the meeting. At that meeting the members elect directors to serve the rest of the terms of the former directors.

Article 13: Officers (cross- referenced with 1.4 (e) & 15.2)

13.1 Election of Officers

(a) Electing officers

Residents' Council elects the following officers annually, or more often as needed:

- president
- vice-president
- secretary
- treasurer

(b) Electing officers

Officers will be elected at the first meeting after the Residents' Council's election. Residents' Council can fill vacancies as necessary. Residents' Council can elect any other officers and give them any authority and duties.

(c) Qualifications

All officers must be members of the co-op. Only the president and vice-president must be directors. An office becomes vacant when the officer is no longer a member. If the president or vice-president ceases to be a director, the office automatically becomes vacant. If other officers cease to be directors, the office does not automatically become vacant.

(d) Only one office

Directors and other members can only hold one office at a time.

13.2 Confidentiality and Conflict of Interest Agreement

All officers who are not directors must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become officers. A signed copy must be given to the manager. People who fail to do this are automatically removed as officers.

13.3 Resignation of Officers

(a) Different from resignation as a director

This section deals with the resignation of an officer. Section 12.1 deals with the resignation of a director. An officer who is a director can resign as an officer without resigning as a director.

(b) How to resign

An officer can resign by giving written notice to the co-op. The notice must be delivered to the president or to the co-op office. The resignation will take

effect at the time the resignation is received or at the time stated in the resignation if that is later.

13.4 Removal of Officers

(a) Different from removal as a director

This section deals with removing an officer separate from removal as a director. Section 12.2 deals with removing a director. When a director is also an officer, removal as a director does not automatically include removal as an officer except in the case of the president or vice-president.

(b) How to remove an officer

Residents' Council can remove any officer at any time and for any reason. At least three days' written notice of a motion to remove an officer must be given to all directors and to the officer, if not a director. The officer can appear and speak at the meeting. Residents' Council decides and votes without the officer present. If the officer is removed, Residents' Council can immediately fill the vacancy.

Article 14: Officers' Duties

14.1 The President

The president

- gives leadership to the co-op
- represents the co-op to the outside world unless the Residents' Council has appointed someone else for a specific event or purpose
- chairs meetings of Residents' Council unless Residents' Council chooses someone else
- follows the decisions approved at Residents' Council and members' meetings
- acts as the co-op's representative in ongoing dealings with staff unless this duty is given to another officer
- co-ordinates the work of Residents' Council, committees, members and staff, and
- reports about Residents' Council activities at every members' meeting.

14.2 The Vice-President

The vice-president performs the president's duties in the absence of the president and generally works with the president in carrying out the president's duties. The president and vice-president review their roles regularly to make sure that they are carrying out all their responsibilities.

14.3 The Secretary

(a) Role of staff

Staff is responsible for performing regular secretarial duties for the co-op. The general manager must see that all the staff duties are done and that legal requirements are met. The appointed Residents' Council secretary will be familiar with staff secretarial duties and report to Residents' Council if staff is not adequately performing them. The Residents' Council secretary will perform any secretarial duties that are not part of staff responsibilities.

Duties

It is the responsibility of the Residents' Council secretary to ensure the following tasks are done:

- giving all required notices of Residents' Council and members' meetings
- providing all necessary documents for Residents' Council and members' meetings

- ensuring that co-op minutes and minute books are properly kept up and meet appropriate standards, including
 - minutes of Residents' Council and members' meetings include all motions and the results of the motions
 - all reports, resolutions, by-laws and other things submitted at a meeting are attached to or included with the minutes
 - minutes of Residents' Council and members' meetings are duly signed by two signing officers and inserted in the minute book
 - the minute book is kept up to date, and
 - minutes of all Residents' Council and members' meetings are distributed before the next meeting
- making all necessary corporate filings with the government, and
- arranging for a copy of all new by-laws to be given to the members as soon as possible after they are confirmed.

14.4 The Treasurer

(a) Role of staff

Staff is responsible for the day-to-day financial management of the co-op. The treasurer must understand and review the co-op's finances and report on them to the Residents' Council and the members and any financial committees. The treasurer will report to the Residents' Council if staff is not adequately performing its duties in relation to finances. The treasurer will report to the Residents' Council with respect to any financial problems and issues.

(b) Treasurer's duties

The treasurer will

- act as the co-op's representative in dealing with the auditor beyond what is normally done by staff
- work with staff and the auditor in implementing and monitoring internal financial controls
- when available, sign cheques on behalf of the co-op along with one other signing officer
- each month, review the reconciliation of the co-op's bank accounts performed by staff, sign the reconciliation statement to show the review has been performed and report to Residents' Council on any problems
- work with staff and committees in preparing an annual budget and any capital budget and present the budget to the Residents' Council, and
- receive a copy of any management report from the auditor as soon as possible, report to the Residents' Council on it and work with staff and the Residents' Council in implementing its recommendations.

Article 15: Membership in Federations

15.1 Membership in Federations

The co-op should be a member of the Co-operative Housing Federation of Canada, any local co-op housing federation and other co-operative federations and bodies which support and promote co-operative housing.

15.2 Residents' Council Appoints

Residents' Council will appoint delegates nominated or confirmed and/or at a General Meeting of Members to the Co-operative Housing Federation of Canada, the local co-op housing federation and other bodies as necessary and define their duties and authority. They must be members of the co-op, but do not have to be directors or officers. Article 13 (Officers) will apply to them in the same way as to officers. The same member can be delegate to more than one body.

15.3 Federation Delegates

Each federation delegate

- represents the co-op at meetings of the federation
- informs the Residents' Council and the members of what the federation is doing
- informs the federation of the views and concerns of the co-op, and
- votes at federation meetings. The delegate should get direction from the Residents' Council on important issues.

15.4 Expenses

The co-op will pay the reasonable expenses of delegates and other members appointed to attend federation activities.

Article 16: Staffing (cross- referenced with 9.1 (f))

16.1 Staffing the Co-op

Residents' Council is responsible for Co-op staffing. This is enacted through the role of general manager who reports directly to Residents' Council. Residents' Council sets the general manager's salary and job description.

Residents' Council has oversight of all aspects of Co-op operations. This is enacted as follows:

- Receives updates on all aspects of the Co-op operations from the general manager at meetings of Residents' Council at least monthly
- Reviews all correspondence to Residents' Council from members
- Approves contracts including contracts for new staff hires
- Sets staff policies
- Is responsible for strategic planning
- Approves all applications for membership, long term guests, internal and external waitlists
- Recommends housing charges for next fiscal year and operating budget to member
- All other duties as set out in these By-laws.

16.2 Dealing with Staff

(a) Residents' Council responsibility

- Residents' Council is the final authority for the Co-op in relation to staff.
- Residents' Council gives authority to the Co-op general manager to manage all aspects of staffing.
- The general manager reports directly to Residents' Council and is supervised by Residents' Council.

16.3 Confidentiality and Conflict of Interest Agreement

Residents' Council must make sure that all contracts for staffing include an agreement that the staff will follow the confidentiality and conflict of interest requirements of this By-law. This could be in employment contracts, or with

contracts with any other party with whom the co-op contracts. Residents' Council will arrange through the general manager for all staff to sign a Confidentiality and Conflict of Interest Agreement when they become staff. A signed copy must be kept with staff contracts.

16.4 Staff Information

(a) Confidential staff information

The co-op will respect the right of staff to privacy in their relations with the Co-op and in personal information. Confidential staff information includes staff salaries, fees for staff, employment contracts, management contracts, records of reviews and complaints, personal information, and personal health information.

(b) Access to confidential staff information

The Residents' Council can have access to confidential staff information only if necessary to make decisions about staff. This must be kept confidential.

Article 17: Committees

17.1 Creating Committees

A committee can be created by the Residents' Council or by a members' meeting.

The following are the committees that are elected at the Annual General Meeting. Residents' Council can appoint members to these committees from time to time if any vacancies arise. The appointments will be ratified by the membership at the next election of committee members.

- Finance
- Member Relations
- Membership
- Pet
- Personnel
- Property

The minimum number of members that can constitute a committee is three.

17.2 Committee Membership

Residents' Council can appoint members to a committee. Committees can also appoint members unless Residents' Council states that they can't. The appointments should be ratified at the next meeting of members. Residents' Council can remove members from a committee at the request of the committee, whether the committee was created by the Residents' Council or by a members' meeting.

17.3 Confidentiality and Conflict of Interest Agreement

All committee members must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become members. A signed copy must be given to the general manager. People who fail to do this are automatically removed from the committee.

17.4 Role of Committees

Committees should report to RC at least quarterly. Committees must have authority from a motion passed by RC to:

- spend any money
- authorize any expense
- enter into any contract
- commit the co-op to anything

Article 18: No Payment of Directors and Officers

18.1 No Payment for Being a Director or Officer

Directors and officers must serve without payment of any kind for being a director or officer.

18.2 No Other Payment to Directors or Officers

Except as stated in this Article, directors and officers and their relatives cannot receive any pay, remuneration or compensation from the co-op.

18.3 Authorized Expenses

Directors and officers may be reimbursed for reasonable travel or other expenses while doing business for the co-op. The Residents' Council must authorize these expenses. These expenses must meet guidelines and limits set by the Residents' Council. The co-op cannot compensate directors or officers for income that was lost because they were spending time at co-op meetings or doing things for the co-op.

18.4 Contracts with Co-op

Except as specifically permitted in this By-law, directors and officers and their relatives cannot enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.

18.5 On-call

Directors and officers cannot be on-call members. If a relative is serving as an on-call member, the director or officer will declare a conflict of interest and refrain from voting on issues dealing with on-call. All on-call members to sign confidentiality and conflict of interest agreements.

18.6 Employees of Companies with whom the co-op contracts

(a) Can't be director or officer

A member cannot be a director or officer if the member or a relative is employed by a company that provides services to the co-op. This also applies if the member or a relative is related to the business.

(b) Making contract

The co-op may make a contract with any company, service company or business even though one of its employees or a relative was a director or officer of the co-op within the prior year if all of the following are true:

- The company was selected after a fair competitive process.
- The director or officer did not take any part in the selection or contracting process, either on behalf of the co-op or the company [see section 19.5 (Rules for Directors)].
- The director or officer resigns from Residents' Council or the office before the contract starts.
- The company does not employ the director or officer or their relatives at the co-op for one year after the contract starts – even if it would be permitted under the Occupancy By-law section on “Co-op Employees”.

Article 19: Conflict of Interest

19.1 Purpose of this Article

The rules in this Article are to help avoid conflicts of interest and to have fair ways to deal with them. They apply in addition to the requirements of the *Co-op Act (98)* and other legal and government requirements. The first part of this Article explains conflict of interest. The second part of this Article states rules for different situations.

19.2 Understanding Conflict of Interest

People who make decisions on behalf of the co-op should make the decisions in the best interests of the co-op – not in their personal interests. This includes directors, officers, committee members and staff. Decisions at a members' meeting are governed by section 19.9 (Members' Conflict of Interest).

19.3 What is Conflict of Interest?

Two things create a conflict of interest:

- someone takes part in a decision on behalf of the co-op, and
- the decision benefits that person or a relative or friend in a way that is different from most co-op members.

(a) Taking part in a decision

People who take part in a decision on behalf of the co-op include:

- directors voting on a motion
- committee members making a decision or recommendation
- staff making a decision or giving advice to the Residents' Council about a decision

(b) Benefits of a decision

Benefits of a decision include:

- direct or indirect benefits
- actual or potential benefits
- benefits to relatives and friends
- non-financial benefits

19.4 Conflict Situations

Two kinds of situations can become conflicts of interest:

- manageable situations
- prohibited situations

(a) **Manageable situations**

Manageable situations are part of the ordinary operation of the co-op. They could become conflicts of interest if the person getting the benefit takes part in the decision. Examples:

- A director puts in a work order for major renovations to their unit.
- A friend of a director is given a Notice to Appear.
- An employee requests a pay raise.

(b) **Prohibited situations**

Prohibited situations are things that do not happen in the ordinary operation of co-ops. They are often illegal. Examples include:

- A director gets a reduced price on carpeting from the same company that is contracting for carpeting for the co-op.
- An employee of any company with whom the co-op contracts receives an incentive or commission in connection with a contract signed by the co-op.
- A director is a partner or shareholder in a company that is bidding on the co-op's snow shoveling contract.

19.5 Rules for Directors

(a) **Declaring**

If a director has a conflict of interest or is involved in a situation that could become a conflict of interest, the director must declare it in writing before the next Residents' Council meeting. If the director learns about it at a Residents' Council meeting, the director must declare it at the meeting.

(b) **If in doubt, declare**

If a director is not sure whether something would be a conflict of interest, the director must report it to the Residents' Council in the same way as stated in the previous paragraph. If other directors or members think a director could have a conflict of interest or is involved in a situation that could become a conflict of interest, they should also report it to the Residents' Council.

(c) **Deciding**

The Residents' Council has to decide if there is a conflict of interest and what to do about it. It should be considered at the first meeting after it is declared or reported or the next one after that. The persons who might have a conflict cannot participate in the process of deciding. They cannot be present while the decision is being made. The conflict declaration and the Residents' Council decision must be recorded in the minutes of the meeting. This could be in the confidential minutes if appropriate.

(d) **If there is a manageable situation**

If there is a manageable situation, the person with the potential conflict

- cannot vote or participate in any decision-making relating to the item

- cannot be present at a meeting while the item is under discussion
- cannot see any of the documents or materials relating to the item, either before or after the decision is made

(e) **If there is a prohibited situation** (cross- referenced with 12.2 (g))

If there is a prohibited situation, the circumstances have to be changed so the prohibited situation no longer exists. It may not be enough for the director to leave ~~the~~ Residents' Council since the director may have learned something that would give an advantage to someone, such as a bidder on a contract.

Steps to be take could include one or more of the following:

A. **Resignation**

The person involved can resign as a director.

B. **Removal**

Residents' Council can remove the person involved from Residents' Council. Despite section 12.2 (Removal of a Director), removal under this section is effective as soon as the Residents' Council passes the motion. If there is enough time, the director should be given written notice of Residents' Council meeting to discuss removal including the time and place of the meeting and the grounds for removal. The director can appear and speak at the meeting. The Residents' Council decides and votes on the removal without the director present.

C. **Deal with someone else**

If the situation involved bidding on a contract with the co-op or selling something to the co-op, the co-op can reject the bidder or seller that is involved.

D. **Change the situation**

The situation that created the prohibited conflict can be changed in other ways so there will not be a prohibited conflict.

(f) **Government requirements**

Individual directors and Residents' Council as a whole must also follow government and funder reporting and procedural requirements about conflict of interest.

19.6 Rules for Officers

Officers must follow the same rules as directors, including any officers who are not directors.

19.7 Rules for Committee Members

(a) Declaring

Committee members must declare conflicts of interest and situations that could become a conflict of interest to the committee in the same way as directors declare them to Residents' Council. In addition, a copy of all conflict declarations should be given to Residents' Council, including those made during a committee meeting.

(b) Deciding

A committee must decide about conflict of interest in the same way as Residents' Council. In addition, the chair of the committee must give the Residents' Council a written report on the situation no later than three days after the committee meeting.

(c) Dealing with committee conflicts

A committee must deal with conflict of interest in the same way as Residents' Council. In addition, the Residents' Council can make a decision about a committee conflict should the committee chair and committee members not be able to resolve the conflict. Should this be the case, the committee must follow the Residents' Council decision.

19.8 Rules for Staff and other parties with whom the Co-op contracts

(a) Declaration by a sub-contractor or any other party with whom the co-op contracts

If the co-op has a contract with a sub-contractor or any other party with whom the Co-op contracts, that company must declare up front – before engaging in work at the co-op - any potential conflicts of interest. Any potential conflicts of interest must be clearly defined and stated in a letter written to the president of Residents' Council to be presented to Residents' Council at its next meeting. This could be a conflict of interest or situation involving the property manager's staff at the co-op or involving the company or its owners or personnel who do not work at the co-op. The written report should state proposed steps to deal with the situation.

(b) Service companies or others who are not employees

Service companies and others who are not employees have to follow the same requirements as sub-contractors under (a).

(c) Declaration by general manager

If the general manager is an employee of the co-op and has a conflict of interest or is involved in a situation that could become a conflict of interest, the general manager has to give a written report and explanation to the

president as soon as possible. This must be presented to Residents' Council at the next meeting.

(d) Declaration by other staff

Other co-op employees who have a conflict of interest or are involved in situations that could become conflicts of interest, have to report it to the general manager immediately. The general manager will give any immediate directions that are needed and give a written report and explanation to the president as soon as possible. This must be presented to Residents' Council at the next meeting.

(e) Residents' Council action

The Residents' Council will decide if there is a conflict of interest and what steps to take.

19.9 Members' Conflict of Interest (cross- referenced with 19.2)

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. Members are encouraged to declare the conflict of interest before taking part in the discussion. Members should try to act in the best interests of the co-op as a whole.

19.10 Proof

(a) When required

Residents' Council can ask someone for evidence to prove that there is no conflict of interest or that the conflict-of-interest rules have been followed. It does this when deciding if there is a conflict of interest or investigating compliance with conflict-of-interest requirements.

(b) Response

Members and staff must give complete proof and details in response to a request under this section. This may require showing documents and getting sworn statements from everyone involved. Failure to provide proof under this section is a breach of this By-law. Also, failure to provide proof can be evidence of non-compliance with conflict-of-interest requirements.

Article 20: Confidential Information

20.1 Co-op Confidentiality Policy

The co-op has information about co-op members and the members themselves deal with and control that information while carrying out duties for the co-op.

The co-op's policy is to comply with all applicable privacy legislation, and to protect confidential information and only use or disclose it as necessary or appropriate. The rules in this part of the By-law are to outline co-op systems to do this. They apply in addition to all legal and government requirements.

20.2 Kinds of Information

(a) Confidential information

Confidential information is

- personal information
- confidential co-op information, and
- confidential staff information

(b) Personal information

Personal information is information about an individual. The information can be recorded on paper, electronically or in other ways. It also includes information that has not been recorded in writing. Personal information may be known to other people and not confidential. That does not affect the co-op's duty to treat it under the personal information rules in this By-law.

(c) Confidential co-op information

Confidential co-op information is information about the co-op or co-op business that must be kept confidential to protect the co-op.

(d) Confidential staff information

Confidential staff information is confidential information about co-op staff. It includes any party with whom the co-op contracts, staff salary and benefits except as presented in a general way in the co-op budget. It also includes individual staff contracts and the contracts with any other party with whom the co-op contracts.

20.3 Basic Rules

The following basic rules govern how the co-op deals with personal information. They are subject to all government and legal requirements and the other parts of this By-law.

(a) **Personal information**

- The Co-op will only collect personal information that is needed for the co-op's operations.
- Personal information will only be kept as long as it is legally needed or for as long as it remains relevant.
- Members and staff have a right to see personal information about them that the co-op has and to correct any errors.

(b) **All confidential information**

- Confidential information will only be shown to people on a need-to-know basis or as permitted or required by government and legal requirements or co-op by-laws.
- Confidential information will be used and stored in a way that protects confidentiality.

20.4 Limiting Collection

The co-op will only collect personal information that is necessary to perform the co-op's functions under the co-op by-laws and government requirements. This can include:

- credit, reference and other information for new applicants, members applying for an internal move and applicants for long-term guest status
- reference and other information about applicants for work at the co-op
- household income and household composition information for households who apply for or receive subsidy and any other information needed under government requirements
- household composition information for all members and residents in a unit in order to know who is living in that unit and to ensure safety and enforce the co-op by-laws
- information about the condition of a member's unit
- information about payment of housing charges
- information about possible breaches of co-op by-laws
- information about performance by co-op staff

20.5 Limiting Disclosure

(a) **Residents' Council decides on confidentiality**

If there is any doubt, the Residents' Council will decide whether any information is confidential and whether confidential information should be disclosed. *The Occupancy By-law (Article 17.1)* state when information can be disclosed in certain situations.

(b) **Obligations apply to everyone and do not end**

All co-op members and staff must follow the requirements of this By-law and *The Occupancy By-law (Article 17.1)* about disclosing confidential information. It does not matter how anyone got the confidential information. It

could be by serving on Residents' Council or a committee, by a statement at a members' meeting or even by accident. The requirements of this By-law continue to apply even after someone no longer has the position under which they got the information or even after they are no longer members or co-op staff.

(c) **Breaking obligations**

Unauthorized disclosure of confidential information is serious and could be grounds for eviction under *The Occupancy By-law (Article 17.1)*, removal from Residents' Council, termination of employment without notice or other legal actions. In deciding what to do about any unauthorized disclosure, Residents' Council will consider factors like the sensitivity of the confidential information, how often it was disclosed and who received it.

20.6 Access to Personal Files and Accounts

(a) **Right to see file**

Members have the right to see their own personal files and financial accounts during co-op office hours. Members may have to make an appointment.

(b) **Notes and copies**

Members who look at their files can take notes. They can make photocopies of materials in the file. They must pay any photocopying charge normally charged by the co-op for personal photocopies. Staff may decide to make the photocopies for them.

(c) **Exclusions**

Letters to and from the co-op's lawyers about a member, complaints or investigations relating to a member, confidential Residents' Council minutes related to a member and similar things are not part of a member's personal file. These may be kept in a separate legal file. The same applies to electronic information. If there is any issue about whether a member can see these items, the co-op will get legal advice.

(d) **Written statements by members**

Members can put written statements in their files.

(e) **Errors**

If a member believes that there is a factual or other error in their personal file or accounts, staff should try to correct the problem. If the member is still not satisfied, the member can make a complaint under Article 23 (Confidential Information Complaints).

20.7 Staff Access to Personnel Files

Co-op staff will have the right to see their personnel files as stated in their contracts with the co-op. Access that is not dealt with in a staff contract will be decided by

the Residents' Council. Residents' Council will be guided by the principles applicable to members' access in this Article.

Article 21: Confidentiality Situations (cross-referenced with 22.2)

21.1 Confidentiality of Minutes (cross- referenced with 4.5 & 11.9)

(a) Record of attendance

The record of attendance at members' meetings should not be part of the minutes. It should be kept separately in a separate confidential minute book. (This is a requirement to protect peoples' privacy.)

The record of attendance at Residents' Council and committee meetings should be part of the minutes.

(b) Motions

Minutes should record all motions passed or rejected. They can also include names of movers and seconders and information on the discussions. They do not have to. This applies to members' meetings and Residents' Council and committee meetings. At the request of any director, minutes of Residents' Council meetings should state whether that director voted for or against something. (This last sentence is a legal requirement.)

(c) Confidential Residents' Council minutes

When Residents' Council discusses things involving confidential information or members' personal information, the minutes of these discussions must be kept in a separate confidential minute book. This includes any reports or documents and any motions or decisions. Only directors and staff can see the confidential minutes unless Residents' Council decides to let someone else see them. Directors cannot see confidential minutes where they would have a conflict of interest.

(d) Right of membership to information

Residents' Council must decide which items go in the confidential minutes. The members have the right to be kept fully informed about the co-op's business. Residents' Council must have a good reason for keeping something confidential.

(e) Committee business

Committees have to follow the same rules as Residents' Council. If there is any doubt, the committee should report to Residents' Council and -Residents' Council will decide.

21.2 No Electronic Recording

(a) Recording co-op meetings

People present at a co-op meeting can take notes but are not allowed to record the meeting by any means. This includes members' meetings, Residents' Council meetings and committee meetings. It includes the participants in the meeting, such as directors or committee members, and also members and guests. It applies whether the people are present in person or by conference phone or other equipment.

(b) Residents' Council authorization

The Residents' Council can authorize taping or recording of meetings to help in minute-taking or for other reasons. Only the Residents' Council can give the authorization, whether it is for a Residents' Council, members' or committee meeting. The motion to authorize taping or recording must be recorded in the minutes of a Residents' Council meeting.

21.3 Electronic Entry and Security Systems

(a) Electronic records

The co-op may have security cameras, key fobs or other systems that automatically create records. These are called electronic records in this section. They are considered confidential information under this By-law.

(b) Approval at a members' meeting

The installation of any new electronic records system, or any major change in an existing system, requires approval at a members' meeting. Residents' Council can approve other changes, such as relocation of a security camera.

(c) Location of security camera screens

Live monitors, computer or television screens that show images from security cameras will be placed so that only authorized staff can see them. A motion at a members' meeting can decide something else. This does not apply if the co-op has arranged for direct viewing on a cable or similar channel.

(d) Checking electronic records

Electronic records will be checked as necessary by authorized staff. No one else can see them except as stated in this section.

(e) Discarding electronic records

Residents' Council will decide on a normal time frame for discarding or recycling each kind of electronic record unless one of the following applies:

- The manager is aware of an incident or situation where the records may shed light on the problem in the future.
- Someone has submitted an incident report or complaint where the manager believes the records could be relevant.
- The manager feels the records could be relevant in a legal proceeding.
- The manager has received an indication that the records should be kept as evidence.

21.4 Incidents

(a) Use of records

When the general manager is reporting to Residents' Council on any incident, complaint or situation, the general manager should report to Residents' Council on what is shown by relevant paper, electronic and other records. The general manager may show the record itself. Records will be made available to the police under a warrant and may be made available without a warrant when the manager thinks it is appropriate.

(b) Disputes between members

Paper, electronic and other records may be requested by someone who is having a dispute with someone else. The following apply:

- The records will be kept if the manager is given notice that they may be needed.
- If the records show information about someone not related to the matter, they will not be shown without that person's written consent.
- If both sides consent in writing, records may be reviewed by those involved or their lawyers or representatives.
- A member can submit a written request to see the records to Residents' Council. If the Residents' Council decides to permit this, the records will be available to people on both sides of the dispute.
- Despite the above, the records will be shown or delivered in obedience to any subpoena or court order.

(c) Legal action

Paper, electronic and other records may be shown or sent to the co-op's lawyers or anyone investigating or dealing with an incident or complaint on behalf of the co-op. Paper, electronic and other records may be used in connection with any eviction or procedure in Court or at the Landlord and Tenant Board.

Article 22: Ensuring Privacy

22.1 Privacy Officer

The president will be the co-op's privacy officer unless Residents' Council chooses someone else. The Privacy Officer must sign a confidentiality & conflict of Interest agreement. The name, business address and business telephone number of the privacy officer will be made available on request.

22.2 Duties of the Privacy Officer

The privacy officer will work with the general manager to review the co-op's confidential information procedures and consult with the general manager on specific situations, concerns and issues raised by the general manager, including the ones in Article 21 (Confidentiality Situations). The privacy officer will be accountable for the co-op's compliance with confidentiality requirements. The privacy officer can report to Residents' Council on any specific situation and on any recommendations for improvements in the co-op's confidential information practices and procedures.

22.3 Limits on Privacy Officer

The privacy officer will not have authority to give directions or orders to staff, Residents' Council or committees or to incur any expense. The privacy officer can point out the problem and the person responsible should correct it. If they do not do so, or if there is any disagreement, the privacy officer can report the situation to Residents' Council. Residents' Council's decision will be final.

Article 23: Confidential Information Complaints

(cross- referenced with 20.6 (e))

23.1 Making Complaints

Any member, staff member or other person can make a complaint to the privacy officer about confidential information. Complaints should be in writing signed by the person making the complaint and dated. No special form is needed. The privacy officer should assist in putting the complaint in writing, if necessary.

23.2 Informal Action

Depending on the nature of the complaint, the privacy officer may try to resolve the situation informally, such as by consulting with the member and staff and assisting them to come to agreement on the issue.

23.3 Referral to Residents' Council

If a complaint is not resolved informally, the privacy officer will refer the complaint to Residents' Council. The privacy officer will always refer a complaint to Residents' Council if the privacy officer feels an investigation could hurt anyone's rights, if staff is involved, or if legal advice is needed.

23.4 Investigating Complaints

Residents' Council will decide whether an investigation of the complaint is needed. An investigation could be done by the privacy officer or someone else appointed by Resident's Council. The Residents' Council will determine the procedure. Residents' Council can decide to get legal advice.

23.5 Residents' Council Report

After completing the investigation, the investigator will give a written report to the Residents' Council. The report should summarize the position of the parties to the complaint, the investigation process and the investigator's conclusions and recommendations. It should include a copy of the complaint, any written response and any relevant documents.

23.6 Residents' Council Action

The Residents' Council will decide what steps to take as a result of the report.

23.7 Confidentiality of Complaint Process

The complaint, all materials related to the investigation and the report will be considered confidential information. If the complaint is about someone, that person will be shown the complaint or a summary and given an opportunity to comment. Residents' Council may decide to permit the person who complained, or anyone complained about to see the report and to give comments. Residents' Council does not have to do this. Residents' Council will decide whether the report or any materials relating to the complaint should be inserted in the file of the party who complained, or the party complained about or neither.

Article 24: Financial

24.1 Major Commitments (cross- referenced with 25.2 & 25.4)

(a) When member approval is needed (cross- referenced with 6.1 (b))

The following actions are called “Major Commitments” in this By-law. They can be taken by the Residents’ Council on behalf of the co-op, but only if they have been authorized by the members under this Article or are within the exceptions in (b):

- borrowing money
- mortgaging co-op property or giving any kind of security for a loan or payment of a debt through a charge, mortgage, pledge or other security interest in real or personal property of the co-op
- issuing, selling or pledging securities of the co-op
- investing co-op money as stated in section 24.3(e) (Investment of Co-op Money – Alternatives)
- acquiring real estate by purchase, lease or in other ways
- selling, transferring, leasing or disposing of real estate
- entering into agreements that will involve charges to the members for items that were not included in the most recent approved budget
- entering into non-residential leases for space that was not leased before
- entering into agreements with government bodies that may require changes in the co-op by-laws
- entering into any agreements or commitments with a term of more than ten years or where the other party can renew the term so the total is more than ten years

(b) When member approval is not needed

Despite the previous paragraph, the following actions are not considered Major Commitments and the Residents’ Council can take them without member approval:

- borrowing money without security as long as the total unsecured borrowing of the co-op will be less than \$25,000
- renewing or refinancing an existing loan without increasing the principal, including a loan secured by mortgage or in other ways
- entering into any agreements or commitments that can only continue for ten years or less (including renewals)
- renewing or extending non-residential leases or signing new non-residential leases of the same space.

(c) Optional member approval (cross- referenced with 24.2 (d))

The Residents’ Council can request approval from the members for any action that is not within the definition of Major Commitment. If the Residents’

Council requests approval, it must follow the decision of the members' meeting.

(d) Authority to spend

When the members approve borrowing under this Article, they are not automatically giving the Residents' Council authority to spend the borrowed money. Spending authority has to be requested separately as stated in the Occupancy By-law. That can be requested at the same members' meeting or another members' meeting.

24.2 Approval Process

(a) How member approval is given (cross- referenced with 5.4 (b))

Member approval for Major Commitments must be given by special resolution. Residents' Council must pass a resolution and the members have to approve it, with or without changes, by a two-thirds majority vote at a members' meeting. Member approval is needed for the action, but not necessarily to the specific documents required for the action.

(b) Residents' Council approval process

Before Residents' Council passes a resolution to go the members on a Major Commitment, a report must be given to Residents' Council. The report has to include a summary of the proposal and a letter from the co-op's lawyer or auditor commenting on it. Each director has to read the basic documents before approving. For example, each director must read a mortgage commitment letter, but only the signers have to review the mortgage itself.

(c) Requesting member approval

When requesting member approval, Residents' Council must give a report to the members. The report has to include a summary of the proposal and a letter from the co-op's lawyer or auditor commenting on it. The actual documents have to be available for members to review before the meeting. If any parts of the report or documents have to be kept confidential or are not yet available, they must be explained orally at the members' meeting.

(d) Optional approval process

If Residents' Council requests approval under section 24.1(c) (Major Commitments – Optional member approval), only a simple majority vote will be needed at the members' meeting.

(e) Conditional commitments

Residents' Council can sign a commitment to something requiring member approval if the commitment is conditional on obtaining member approval.

24.3 Investment of Co-op Money

(a) **Government requirements**

The Residents' Council has to invest co-op money as stated in government requirements. This includes Co-op's Operating Agreement-

(b) **Other investments**

Where government requirements do not apply, Residents' Council can invest co-op money in

- government bonds, treasury bills or other securities guaranteed or insured by the governments of Canada or Ontario or a crown corporation or agency
- investments under a program where oversight is provided or arranged by the Ontario Housing Services Corporation, the Co-operative Housing Federation of Canada or a local co-op housing federation
- investments under a bulk-investment program that is part of the services of the Co-operative Housing Federation of Canada or a local co-op housing federation

(c) **Investment By-law**

If the co-op has a separate Investment By-law, the Residents' Council can invest co-op money in other investments that are permitted under the Investment By-law if it follows the procedures stated in the Investment By-law.

(d) **Deposits**

The Residents' Council can deposit funds with a Canadian credit union, chartered bank or trust company.

(e) **Alternatives** (cross- referenced with 24.1 (a))

The Residents' Council may not invest or put co-op funds in any investment, security or deposit other than as stated in the earlier paragraphs of this section unless it is approved by the members as a Major Commitment.

(f) **Reserves and special funds**

If there are any reserve or special funds, money earned on them will be put back into the funds.

24.4 Financial Year

The financial year (fiscal year) of the co-op will be decided by Residents' Council. Residents' Council can change the financial year.

24.5 Auditor

(a) Appointed by members

The members appoint an auditor at each annual members' meeting. The auditor can be either a chartered professional accountant or a chartered professional accountant firm. The auditor stays in office until another auditor is appointed as stated in the *Co-op Act*. The *Act* states how to remove an auditor and appoint a different auditor. Residents' Council will arrange for payment of the auditor.

(b) Work of auditor

The auditor must have access to the co-op's books, accounts, and vouchers at all reasonable times. Directors, officers, and staff must give any information or explanations that the auditor requests.

24.6 Indemnification

(a) Obligation to indemnify

The co-op will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by the *Co-op Act*.

(b) Insurance

Residents' Council may purchase insurance to cover this liability, subject to reasonable limitations and deductibles.

Article 25: Signing on Behalf of the Co-op

25.1 Committing the Co-op

This Article governs committing the co-op. This includes ordering anything, writing any cheque, creating any obligation or making any other commitment. It does not matter if this is done through a formal contract or document, orally, by e-mail, or in other ways. These are all called “documents” in this Article.

25.2 Residents’ Council Approval

Residents’ Council approval must be given before anyone is authorized to commit the co-op to anything or to sign any document. Member approval may also be needed as stated in section 24.1 (Major Commitments). Whoever signs any document must be sure that these approvals have been given.

25.3 Signing

(a) Signing officers

The president, vice-president, secretary and treasurer will be signing officers.

(b) Signing specific documents

When approving a document, Residents’ Council can decide who is authorized to sign on behalf of the co-op. Residents’ Council can authorize one or more of the signing officers or anyone else to sign. If Residents’ Council does not decide something else, documents must be signed by two signing officers.

(c) Form of documents

When authorizing a document, Residents’ Council can decide its exact form. If it does not, the signer or signers can approve the final document.

(d) Kinds of documents

Residents’ Council can authorize one or more officers, directors or staff members to sign specific kinds of documents for the co-op.

(e) Cheques

All cheques or other negotiable documents must be signed by two authorized signers. No one is authorized to sign a blank cheque, or a cheque to one of the signers or a relative. Before signing, the signers must make sure that the expense has been properly approved.

25.4 Staff Authority

Staffing contracts can give spending and signing authority to staff members. This includes employment contracts and contracts with any other party with whom the co-op contracts. When Residents' Council approves the staffing contract, it is also approving the spending and signing authority stated in it and no additional approval is needed unless approval of the members is required. See section 24.1 (Major Commitments).

25.5 Approval Motions

All Residents' Council approvals and decisions mentioned in this Article must be made by a formal motion passed by Residents' Council and recorded in the minutes of a Residents' Council meeting.

Article 26: Giving Notices

26.1 Scope of this Article

“Notices” in this Article includes documents. Notices relating to an eviction are governed by the Occupancy By-law (*Articles 11& 12*). This Article is about other kinds of notices.

26.2 Notices

(a) Number of notices

Only one notice or one copy of a document needs to be given for each unit.

(b) Delivery

Notices and documents can be

- handed personally to the member
- left with an adult in the member’s unit
- left in the unit mailbox
- slid under the unit door or through a mail slot in the door
- delivered in any other way to the member’s unit
- put in the member’s box in the co-op’s internal mailbox system

(c) Mail

Notices and documents can be given by ordinary mail to members at their co-op unit or the last known address where the member lives or works. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(d) Electronic mail (cross- referenced with 26.3 (c))

Members can sign a form consenting to notices by electronic mail. The form must state an e-mail address. Notices and documents can be given to those members by e-mail. Notices and documents by e-mail are considered delivered at the time of sending. Members can change their e-mail address by notice to the co-op. Members can also cancel their consent to receive e-mail notices.

26.3 Notices to Co-op (cross- referenced with 6.6)

(a) Delivery

Notices and documents can be given to the co-op by delivery to the co-op office.

(b) **Mail**

Notices and documents can be given by ordinary mail to the co-op addressed to the co-op office. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(c) **Electronic mail**

If the co-op has arranged for e-mail notices under section 26.2(d), members can give notices and documents to the co-op by e-mail at an address set by the co-op. Notices and documents by e-mail are considered delivered at the time of sending.

26.4 Defects in Notice

A minor error or omission in any notice will not affect any decision made by Residents' Council or members. This includes accidentally failing to give notice or a document to someone. It also includes someone not receiving a notice or document that has been delivered or sent.

Schedules
And
Attachments

Schedule A: Rules of Order

These are the rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments that explain the meaning of some of the rules. The comments are part of the rules.

Rule 1: Chair

In these rules of order, the "chair" means the person chairing the meeting at the time that the rule applies.

1. **Choosing chair:** The chair is chosen as stated in section 5.1 of the By-law (Chair).
2. **Role of chair:** The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
3. **Participation by chair:** A chair who wants to discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime. This applies whether the chair is a member or non-member.
4. **Voting by chair:** Section 5.3(d) of the By-law (Voting – Voting by chair) states when the chair can vote.

Rule 2: Motions

1. **How to deal with things:** A meeting can deal with an item of business on the agenda in three ways:
 - The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it. If the member does not want to make a motion, another member can make one.
 - The chair can present an item on the agenda and ask if any member wishes to make a motion.
 - A member can present an item on the agenda for discussion without making a motion. The chair decides if a motion is needed. If so, the chair asks for a motion.
2. **Second needed:** Another member must "second" a motion. If there is no seconder, members cannot discuss the motion.
3. **One motion at a time:** Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for members. The secretary reads the motion to the members before a vote is taken.

Rule 3: Speaking

1. **Speaking on a motion:** Members can discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:
 - They can ask questions for information. The chair or the member who moved the motion can answer the questions.
 - They can speak for or against the motion.
 - They speak to the chair.
 - Each speaker speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
 - Members can speak more than once on an item only after all others who want to speak have done so. The chair can make exceptions.

Comment: All those who want to speak should raise their hands. The chair may keep a speakers' list and call members to speak in order if they have not already spoken. The chair may rule speakers "out of order" if their comments are off the point. Speakers must stop speaking when their time is up.

Rule 4: Amendments

1. **Motion to amend:** When a member is speaking, the member can suggest a change to a main motion. The member does this by moving an amendment. The motion to amend must be seconded like any other motion.
2. **Majority needed:** An amendment must have the same majority as the motion that it amends. This means that an amendment to a proposed by-law requires a two-thirds majority vote to pass.
3. **When not permitted:** An amendment cannot in the opinion of the chair:
 - be unrelated to the main motion; or
 - be contrary to the meaning of the main motion.

Comment: Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. A member who wants something contrary to the main motion can

- speak against the motion
 - ask the mover and seconder to withdraw the main motion
 - ask the members to defeat the main motion so a different motion can be moved.
4. **Friendly amendments:** A member can ask that the mover and seconder of the main motion accept a change to their motion. If they accept the change, it becomes part of the main motion.
 5. **Withdrawal of a motion:** The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees. If any members still want to vote on the motion, they can move and second the same motion themselves.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

Rule 5: *Procedures for Amendments* (cross- referenced with 5.4 (c))

1. **Discussion on amendments:** After an amendment has been moved and seconded, speakers can only speak about the amendment. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.
2. **After amendment:** After the amendment has been voted on, discussion can continue on the motion as amended or the original motion if the amendment was defeated.
3. **Only one amendment:** Only one motion to amend can be on the floor at one time. After the meeting deals with that amendment, members can move other amendments if they wish.
4. **Chair can authorize more than one:** Despite the above, the chair can authorize more motions to amend before earlier ones have been voted on. This would only apply if the later amendment would change the terms of the first one. Amendments are discussed and voted on in reverse order from when they were moved. This means that only the current amendment can be discussed until it is voted on.

Comment: Usually only one amendment at a time should be under consideration. Members can easily become confused if there are several amendments being discussed at once. If the chair decides there can be more amendments, there should be great care taken to see that members understand what the current amendment is.

Rule 6: *Voting*

1. **When to vote:** The chair calls for a vote
 - after every member who wishes to speak has spoken
 - at a fixed time that the members decided the vote would take place
 - after the members pass a motion to call the question
2. **How to vote:** Voting is by show of hands unless the *Co-op Act* or the co-op's by-laws say that a vote will be by secret ballot. See section 5.3(c) of the By-law (Voting – Secret ballot).

Comment: A vote by ballot may be better if the item is a sensitive one. But it often takes a lot of time.

3. **Counting:** The chair counts the votes and rules on whether or not the motion has passed unless the co-op's by-laws say something different. See By-law sections 8.1 (Election Officer or Committee) and 8.2 (Election Procedures).

4. **Recount:** For election of directors, recount rules are stated in section 8.3 of the By-law (Recount). In other cases, a member can request a recount immediately after the results are announced. If a quorum is no longer present, the results that were originally announced will stand. If a quorum is still present, then
 - if the vote was by show of hands, there must be an immediate recount.
 - if the vote was by ballot and four other members support the request, there must be an immediate recount with scrutineers.
5. **Majority:** Motions are decided by simple majority unless the *Co-op Act* or the co-op's by-laws say something else. See section 5.4 of the By-law (Majority Required).

Comment: A simple majority is more than half of the votes cast. A two-thirds majority is at least two-thirds of the votes cast. Abstentions and spoiled ballots are not considered votes cast. Examples:

- Simple majority:
 - 31 members present and 25 vote
 - a simple majority is 13 (more than $25/2 = 12 \frac{1}{2}$)
 - **it is not 50% plus one** (more than $12 \frac{1}{2} + 1 = 13 \frac{1}{2}$), which would be 14.
- Two-thirds majority:
 - 31 members present and 26 vote
 - a two-thirds majority is 18 (at least $2/3 \times 26 = 17 \frac{1}{3}$)
 - **it is not 17**, because it has to be "at least" $17 \frac{1}{3}$

Rule 7: Motions About Procedure

1. **Calling the question (Vote immediately):** When a member is speaking, the member can ask for an immediate vote by saying "I call the question" or "I move to end the debate". There must be a seconder. The chair will immediately ask the members to vote on whether they want to finish the discussion at this point. A two-thirds majority vote is needed. The vote is by show of hands.
 - If the motion to call the question is carried, the members then vote on the main motion or amendment.
 - If the motion to call the question is defeated, members can continue the discussion.

Comment: A motion to call the question should be used when members seem to be ready to vote and when speakers are not saying anything new. It should be used carefully because it may take away someone's right to speak.

2. **Motion to postpone:** When a member is speaking on a motion or amendment, the member can make a motion to postpone any decision. There must be a seconder to the motion to postpone. A simple majority is needed. The vote is by show of hands. There are three kinds of motion to postpone.

- (a) **Defer the motion:** This means to put off discussion to another time. The motion can be discussed before voting on it. The motion must state the time or how the time will be decided. Examples:
 - until 9:30 p.m. during the same meeting
 - until after item ... on the agenda for the same meeting
 - until the next meeting
 - until a special meeting to be called by the Residents' Council.
 - (b) **Refer the motion:** This means to refer the motion to Residents' Council or a committee for a recommendation. They will bring the issue back to the members at a later time. The motion can be discussed before voting on it.
 - (c) **Table the motion:** This means to put off the motion for an indefinite time. It is usually used when members don't want to discuss something, or to express their opinions. There is no discussion or debate before voting on the motion.
- 3. **Motion to take from the table:** When a motion has been tabled, it can be brought back to the members by a motion "to take from the table". This must be on the agenda if it is at a different meeting. There must be a seconder to the motion to take from the table. It can be discussed before voting on it. A simple majority is needed. The vote is by show of hands.
 - 4. **Motions that waste time:** The chair can rule a motion out of order on the grounds that it is absurd or wasting time and not worth the members' attention.

Rule 8: Interruptions

- 1. **Limits:** Members cannot interrupt another speaker or speak out of turn except in the specific situations stated in this rule. In all cases the interruption must be as brief as possible and not part of a debate. Members who want to interrupt under this rule should stand up and politely say what their interruption is about.
- 2. **Point of order:** Members can raise a point of order if they think that the meeting is not following the correct procedure or there is not a quorum at the beginning of a meeting or at the time of a vote. The chair rules on the point of order and takes any action that is necessary.
- 3. **Question of privilege (point of privilege):** Members who feel that there is a risk to the rights, safety or comfort of the members (or of one member) can raise a question of privilege. It may be a simple thing, such as the need for better ventilation, or for the use of a microphone. The chair rules on the question of privilege and takes any action that is necessary.
- 4. **Point of information:** Members can raise a point of information if they have an important piece of information or question and dealing with it will save

time in the discussion. A point of information must be very brief. The chair rules on whether it is a point of information and what action should be taken.

5. **Appeals from the chair:** Members can appeal when they think a ruling of the chair is not correct. The appeal must be made immediately after the ruling. There must be a seconder. Both the member who appealed and the chair can give their reasons. There is no other debate or discussion. The chair does not step down. The question: “Do we confirm the decision of the chair?” is put to the vote. The chair does not vote. If the vote is tied, the chair’s ruling is confirmed.

Comment: The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

Rule 9: Unacceptable Behaviour

1. **Vote of members:** If a member’s behaviour is unruly or inappropriate in a significant way that interferes with the conduct of a meeting, the member may be ejected from the meeting by vote of the members present. There is no discussion or debate. A simple majority is needed.
2. **With or without motion:** The chair can put the question to the members without a motion. A motion can also be made by anyone who is speaking on a motion or amendment, but only if the chair permits it. The motion needs a seconder.
3. **Refusing to leave meeting:** If a member does not leave the meeting after a motion has been passed to eject the member, the member will be considered in breach of the Organizational By-law. Repeated breaches are grounds for eviction under the Occupancy By-law. In addition, the chair or the meeting may take any other measures that are appropriate to remove the member from the meeting.

Schedule B: Confidentiality and Conflict of Interest Agreement

TO: Bain Apartments Cooperative Incorporated

I am signing this Agreement as a director, officer, committee member or staff member of the co-op.

CONFIDENTIALITY

1. I understand that this Agreement applies to
 - (a) Personal information about co-op members and applicants.
 - (b) Confidential information about co-op staff.
 - (c) Confidential information about the co-op or co-op business.
2. I understand that the above is considered confidential information even if I learn about it from a source unrelated to my position with the co-op and even if it is publicly available.
3. I will not tell anyone any confidential or personal information
 - that I know through my position with the co-op
 - that I learn at meetings related to my position with the co-op, or
 - that I know about in any other way.
4. I will not disclose, or permit disclosure of, any confidential or personal information in any other way.
5. I will safeguard confidential or personal information that I may have.
6. The only exception is when I am authorized by the Residents' Council or the co-op by-laws to disclose the information. If I am not sure whether information should be kept confidential, I will ask the Residents' Council for a decision about it.
7. I agree that the above obligations apply while I have my position with the co-op and after I no longer have that position or any connection with the co-op.
8. I will always give the Residents' Council any information requested by the Residents' Council. When I no longer have my position with the co-op, I will return all co-op papers and property to the co-op.
9. While I have a position with the co-op, I will not gossip about the co-op or its members or employees.

CONFLICT OF INTEREST

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

11. A conflict of interest is where I take part in a decision that benefits me or a relative or friend in a way that is different from most co-op members.
12. I understand that some conflicts of interest are prohibited and some situations are manageable as stated in the Organizational By-law.
 - **Prohibited conflicts.** I will not become involved in any conflict of interest that is prohibited.
 - **Manageable situations.** If I am involved in a potential conflict that is manageable, I will follow the applicable rules as stated in the co-op's Organizational By-law.
13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the Residents' Council, or any committee that I am on, and they will decide if it is a conflict of interest.
14. I promise that I will abide by the conflict of interest rules and definitions in the Organizational By-law. I promise to ask if I have any questions or there is anything I don't understand.
15. I also agree to abide by any legal and government requirements about conflict of interest that are not included in co-op by-laws.

GENERAL

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

Date: _____ Signature: _____

Schedule C: Director's Ethical Conduct Agreement

TO: Bain Apartments Co-operative Incorporated

I agree to be a director of the co-op and to do my best to forward the interests of the co-op and the members and the other stakeholders in the co-op.

RESIDENTS' COUNCIL PROCEDURES

1. I agree that any director can participate in a Residents' Council meeting by conference telephone or other communication equipment where all the directors are able to hear each other.
2. CROSS OUT ONE: (cross- referenced with 11.1 (c))
 - (a) I will accept notices to directors by electronic mail.
 - (b) I will **NOT** accept notices to directors by electronic mail.

DUTIES OF A DIRECTOR

3. I will perform my duties as a director honestly, in good faith and in the best interest of the co-op rather than in my personal interest.
4. I will use the care, diligence and skill of a reasonably prudent person in performing my duties as a director.
5. I will sign and comply with the co-op's Confidentiality and Conflict of Interest Agreement and all legal and government requirements about confidentiality, privacy and conflict of interest.
6. I will always give the Residents' Council any information requested by the Residents' Council. I will return confidential papers to the co-op when requested. When I am no longer on the Residents' Council, I will return all co-op papers and property to the co-op.
7. I will attend all Residents' Council and members' meetings unless excused by the Residents' Council based on advance notice of absence.
8. I will prepare for Residents' Council meetings and act constructively at all Residents' Council meetings.
9. I will participate in all training programs as decided by the Residents' Council.

ACTING AS A RESIDENTS' COUNCIL

10. I understand that the Residents' Council acts as a whole. If I disagree with something the Residents' Council is considering, I will say so at a Residents' Council meeting. Once the Residents' Council has made a decision, I will support that decision or remain silent.
11. I understand that directors can act only by a decision at a proper Residents' Council meeting. Between meetings I have no authority unless the Residents' Council has given me authority to do something, such as to sign a document.

12. I understand that even if the Residents' Council has given me responsibility for something, the final authority and responsibility stays with the Residents' Council.
13. I understand that, if I am an officer or a member of a committee, my duties must be performed as directed by the Residents' Council and within any limits set by the Residents' Council.

RESPECT FOR OTHERS

14. As a director I will remain open to other points of view and options. I will not act defensively when directors or members question or disagree with my point of view.
15. I will do my best to work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions.
16. I will never make statements which in any way harm, put down or show a lack of respect for other directors, members or staff.
17. I will never make statements, take actions or harass anyone in any way that is prohibited under the Ontario *Human Rights Code*.
18. I will make any complaints I may have about the co-op or the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the Residents' Council.
19. I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.

DUTIES OF A MEMBER

20. I will perform my duties as a co-op member. I will comply with the by-laws of the co-op.
21. I will not be in arrears while I am a director.

I have read and understood this Agreement and I agree that I will follow it. I understand that, if I break this Agreement, the Residents' Council of directors can follow the procedure stated in the Organizational By-law to remove me as a director.

Date: _____

Signature: _____
Print name:

Schedule D: Co-signer Agreement

To: Bain Apartments Co-operative Incorporated

From Co-signer(s): _____

*[Include address, phone,
e-mail, if available]* _____

Applicant: _____

I wish to assist the applicant to obtain housing at the Co-op. My relationship to the Applicant is:

[Insert relationship, such as _____

“The Applicant is my son” or

“The Applicant is my friend.”] _____

I understand that the Co-op may accept the Applicant as a member if I agree to be responsible for the Applicant’s financial obligations.

In consideration for the Co-op accepting the Applicant as a member and permitting the Applicant to live at the Co-op, I agree to pay all housing charges and other financial obligations of the Applicant to the Co-op when due.

I understand and agree to the following points:

- I am directly and principally responsible for these obligations. I am not merely a guarantor or surety.
- The Co-op can do any of the following things without my consent, without notice to me and without releasing me from my obligations under this Agreement:
 - change the terms of the membership or occupancy of the Applicant
 - allow the Applicant to move to a different unit with a different housing charge
 - change the amount payable by the Applicant because of changes in the housing charges for the Applicant’s unit
 - change the amount payable by the Applicant because of changes in the Applicant’s income if the Applicant receives geared-to-income assistance or subsidy
 - extend time to the Applicant for payment or performance of obligations
 - take or not take steps to enforce payment of money or performance of obligations by the Applicant
- The Co-op does not have to bring legal action or exercise other remedies against the Applicant or any other person before requiring payment of money or performance of obligations by me. I will remain responsible both before and after the Co-op does this.
- I cannot cancel or revoke the obligations I have agreed to in this document.

I agree that the co-op can receive, through its employees or agents, credit information about me from any credit agency or other source.

I acknowledge that I have had the opportunity to obtain legal advice and I have obtained any legal advice I wish prior to signing this document.

Signed:

Date: _____

Witness: _____
 Print Name:

}
}
}
}
}
}

Co-signer

I authorize the Co-op to give the Co-signer any information it may have about me at the present time or in the future. I agree that I cannot cancel or revoke this authorization.

Signed:

Date: _____

Witness: _____
 Print Name:

}
}
}
}
}
}

Applicant

Note: *To be signed by all persons in Applicant's household sixteen or older, including members and non-member occupants.*

Note: *Adjust above if applicant is already a member and is asking for a new unit or a separate unit (such as the child of an existing member).*