

*Britannia Glen Co-operative Homes Inc.*

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*Organizational By-law*

*By-law # 11*

Date Approved by the Board of Directors: July 13, 1993

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## **Introduction**

This By-law contains the rules under which the Britannia Glen Co-operative Homes Inc. operates.

The Board and the members of Britannia Glen Co-operative Homes Inc. have approved this By-law. It takes the place of the preliminary Organizational By-law, and the organizational terms of all other by-laws except the Occupancy By-law.

## **Article 1: General**

### **1.01 Aims of the Co-op**

The co-op's aims are to provide co-operative housing for its members, promote co-operative principles and work for a better society. It will operate on a not-for-profit basis.

*Refer to the Articles of Incorporation*

### **1.02 Co-operative Corporations Act.**

The Co-operative Corporations Act of 1973 regulates how the co-op must be run. Certain parts of the Co-operative Corporations Act contain rules which are not included in this By-law. You should refer to them when questions come up.

## **Article 2: Membership**

### **2.01 Membership**

To be a member of the co-op, you must

- be approved by the Board of Directors, or
- be one of the original applicants for the incorporation of the co-op, and a resident of the co-op after occupancy.

*Refer to the Act Section 21(2)*

### **2.02 Applying for Membership**

- a) You must apply in writing on the form that the co-op provides. As long as you occupy a unit of housing in the co-op, you cannot withdraw your application for membership.
- b) All members of your household who are eighteen years or older, and intend to live in the co-op, must apply for membership or long-term guest status. If they do not, the co-op will not consider your application.

## 2.03 Qualifications for Membership

- a) To become a member you must
  - be sixteen years or older, and
  - have the qualifications stated in the Co-operative Corporations Act, and in the co-op's Member Selection and Unit Allocation By-laws.
- b) After the Board approves your membership, you do not become a member until you occupy a unit in the co-op.
- c) You will also be asked to
  - sign the occupancy agreement
  - pay the lifetime membership fee
  - pay the part of the member deposit that the co-op asks for, and
  - pay the first month's housing charge.

The Board can also ask you to do other things that it decides are necessary for you to become a member. If you do not carry out any of these responsibilities, you can still become a member when you occupy a unit in the co-op. However, if you do not carry out these responsibilities, the Board then can take away your right to occupy a co-op unit.

*Refer to the Act Section 63(1)*

## 2.04 Transfers and Withdrawals

You cannot transfer your membership to any other person. Your membership ends when you die. You can withdraw from the co-op by following the procedures in the Co-operative Corporations Act. Article 11 of the co-op's Occupancy By-law states when the co-op officially considers your membership withdrawn.

*Refer to the Act Section 64*

## Article 3: Members' Meetings

### 3.01 Annual General Meetings

- a) The co-op must hold an annual members' meeting within eighteen months after incorporation. It must then hold annual meetings

- within fifteen months of the last previous annual meeting, or
  - within six months of the end of the co-op's fiscal year.
- b) The agenda for each annual meeting must include
- approving the financial statement
  - approving the auditor's report, and
  - appointing the auditor.

The agenda must also include the general nature of any other business.

The agenda usually includes the election of directors, and reports from the Board, committees and staff.

*Refer to the Act Sections 77, 78 and 140*

### 3.02

#### **Regular General Meetings**

- a) The Board must call regular general meetings of the members at least **three** times a year. These meetings are in addition to the annual meeting.
- b) The general meetings should be at regular times through the year if convenient. For example, you could hold them every three months.
- c) Notice of any general meeting of members must be given to the members not less than 10 days nor more than **fifty** days before the date of the meeting.

The date on which the notice is given is not counted when you calculate time, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Thursday, October 21, and the By-law states that there must be a notice of 10 days. If you count back 10 days, including the day of the meeting, this count will take you to Tuesday, October 12. Therefore, you should send out notice on or before Monday, October 11. When you count back, make sure to include any Sundays or holidays.

The notice must state the general nature of the meeting's business.

*Refer to the Act Sections 75 and 78*

**3.03 Special General Meetings**

The Board or any proper members' meeting can decide to hold a special general meeting.

**3.04 Place of Meetings**

Members must hold their meetings within the Province of Ontario.

*Refer to the Act Section 74 (1 and 2)*

**3.05 Agenda of General Meetings Other than the Annual General Meeting**

- a) A copy of a proposed by-law or budget must be given to each member at least **five** days before the meeting.
- b) Members can have any item put on the agenda for a members' meeting, and have the Secretary include the item with the notice. However, you must give the Secretary written notice of the item at least **seven** days before the deadline for sending out the meeting notice.

If they do not give notice in time, members can, at their own expense, give notice to all members at least **five** days before the date of the meeting.

Any items which members add will be put at the end of the agenda unless the members change the order of the agenda during the meeting.

- d) The notices mentioned above must either include the agenda or be sent with the agenda. The notice must state the general nature of the items that the members will discuss. If not, the members cannot transact any business or pass any resolution.

If proper notice is given, the members can pass any resolution or any version of a by-law or budget. They can do this even if the version they pass is different from the original.

*Refer to the Act Section 78*

- e) Members at a general meeting can discuss a matter even if proper notice was not given. However, they cannot pass any resolution on that matter.

- f) If business is not completed at a meeting, the members can pass a resolution to continue the meeting on another date. This resolution can pick a specific date, or a date to be chosen later that agrees with the resolution. A majority vote is needed to pass the resolution to continue the meeting.

The agenda of the original meeting will be followed at the continued meeting unless the members decide to change it.

- g) If the resolution sets a specific date for the continued meeting, there is no need to give notice. If the resolution does not set a specific date, then you must give notice that agrees with the resolution. For example, if the resolution states that the meeting must be held before the end of the year, then you have to give proper notice so that the meeting can be held before that time. At least two days notice of the continued meeting must be given.
- h) Decisions made at a continued meeting will have the same effect as if they were made at the original meeting.

### 3.06

#### Chairing of General Meetings

- a) The President, or any person appointed by the Board, can be the Chairperson at members' meetings.
- b) If you are the Chairperson, you must step down if you want to make or discuss a motion. You must stay out of the Chair until either the members have finished voting on the motion or they have finished the discussion. While you stay out of the Chair, the Vice-President, or another person approved by the members, can act as Chairperson.
- c) The Chairperson does not vote unless there is a tie or the vote is by ballot. If the vote is by ballot, the Chairperson cannot vote a second time to break a tie. If the vote is by ballot, a tie vote defeats the motion.

### 3.07

#### Quorum at General Meetings

- a) Quorum means the minimum number of members who must be present for the co-op to hold a members' meeting and pass resolutions. A quorum

must be present to transact any business.

- b) Twenty percent of the members entitled to vote at meetings make up a quorum.
- c) A meeting must be called off if a quorum is not present **thirty** minutes after the meeting is scheduled to start. The members can vote to continue the meeting on a date not less than **five** and not more than **fifteen days** later. There must be at least **two** days notice of the continued meeting.
- d) If a quorum is not present **one hour** after the continued meeting is scheduled to start, you can still hold a meeting if **ten** percent of the members who can vote at meetings are present. The meeting, however, can only consider the business that was in the notice.

If members have requisitioned the meeting and there is no quorum present **thirty** minutes after the meeting was scheduled to start, the meeting must be called off. The Board does not have to call another meeting to discuss the same subject.

### 3.08

#### Voting

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

*Refer to the Act Section 76*

- b) Only members who are present at the meeting can vote. You cannot appoint someone else to vote for you.
- c) A majority vote is needed to pass any resolution, unless this By-law, or the Co-operative Corporations Act, states differently. An abstention is not counted as a vote.

*Refer to the Act Section 75 (1(b))*

### 3.09

#### Attendance by Non-members

- a) Employees of the co-op have the right to attend and speak at members' meetings. They cannot vote or make motions.

meetings. They cannot vote or make motions.

- b) Non-members can attend and speak at meetings only if the Chairperson or the meeting gives them permission. They cannot vote or make motions.

### **3.10 Record of Attendance**

The Secretary must make sure that the names of all persons who attend members' meetings are recorded, and that only members vote or make motions.

### **3.11 Conduct of General Meetings**

The Chairperson uses the **Rules of Order** to run members' meetings, and decides any question about procedure which is not in the **Rules of Order**. However, the members have the right to appeal the Chairperson's ruling.

The **Rules of Order** are attached to this By-law, Schedule "A."

## **Article 4: Member Control**

### **4.01 Right of Members to Demand Action**

- a) The Board manages and directs the business of the co-op. However, the members control the business of the co-op by
- choosing and removing the Board
  - controlling the budget, and
  - making other decisions.
- b) The Co-operative Corporations Act also allows members to make resolutions or decisions about the day-to-day management of the co-op. The Act and 4.02, 4.03 and 4.04 of this By-law state how members can do this.

*Refer to the Act Sections 70, 71 and 79*

### **4.02 Requisition for Passing a By-law or Directors' Resolution**

- a) Ten percent of the members can requisition the directors to call a Board

meeting to pass any by-law or resolution.

- b) Any of the members who requisitioned the meeting can call a members' meeting to pass the by-law or resolution if the directors fail to do so. This members' meeting has the full power to pass the by-law or resolution. This is the only way that members can adopt a by-law that the Board has not passed.
- c) Members cannot requisition a meeting to approve a by-law or resolution for at least two years after a requisitioned members' meeting has failed to pass a similar by-law or resolution.

*Refer to the Act Section 70*

#### **4.03 Requisition to Put a Resolution on the Agenda of a Members' Meeting**

- a) Five per cent of the members can requisition the directors to give notice of a resolution which will be moved at the next members' meeting. This notice must include an explanation of the resolution.
- b) This procedure does not allow the members to
  - pass a by-law unless the Board has already passed it, or
  - pass a resolution unless the members already had the right to pass it without a requisition.

*Refer to the Act Section 71*

#### **4.04 Requisition for a Members' Meeting**

- a) Five percent of the members can requisition the Board to call a meeting for any purpose.

*Refer to the Act Section 79*

- b) The meeting which the members requisition can be part of any meeting that is scheduled during the time period stated in Section 79 of the Co-operative Corporations Act. Therefore, it is not necessarily a separate meeting.
- c) This right to requisition does not allow the members to pass a by-law

unless the Board has already passed it. This procedure is to be used when the Board is not calling meetings of members as often as it should. It does not give the members any authority which they do not already have.

*Refer to the Act Section 79*

#### **4.05 Procedures for Members' Requisitions**

The Co-operative Corporations Act contains the rules on how members can make requisitions.

### **Article 5: By-laws and Standing Resolutions**

#### **5.01 By-laws**

By-laws contain the rules for the structure and the operation of the co-op. The Board must pass by-laws or amendments to by-laws. Members must confirm all by-laws and amendments by at least a two-thirds vote at a members' meeting. They will not have any effect until the members confirm them. The members can confirm a by-law, or amendment to a by-law, as it is proposed, or they can make changes to it.

*Refer to the Act Sections 21 and 23*

#### **5.02 Standing Resolutions of the Board**

- a) The Board carries out its responsibilities by passing resolutions. The Board can pass continuing or standing resolutions to deal with matters that occur from time to time. For example, it can pass a standing resolution to deal with illegal parking.
- b) The Board can use standing resolutions
  - to deal with situations which are not covered by the by-laws, or
  - to state the rules for carrying out the by-laws.
- c) The Board must make a copy of any standing resolution available to the members affected by it.

### 5.03 Conflicts with Other By-laws or Standing Resolutions

- a) By-laws and standing resolutions must not conflict with
  - each other
  - the Co-operative Corporations Act, or
  - the Articles of Incorporation.
  
- b) If there is a conflict, you must refer
  - first, to the Co-operative Corporations Act
  - second, to the Articles of Incorporation
  - third, to the by-laws of the co-op, and
  - fourth, to standing resolutions of the Board.

The co-op, Board, members and employees must follow this order of priority.

## Article 6: Board of Directors

### 6.01 Powers and Duties of the Board

- a) The Board manages and directs the business of the co-op. It can use all the powers of the co-op, unless the by-laws or the Co-operative Corporations Act say that a members' meeting is needed to decide on a specific matter.
  
- b) The members can replace a Board decision by their own decision if
  - they follow the procedures in Section 70 of the Co-operative Corporations Act and in Article 4 of this By-law, or
  - the by-laws or the Co-operative Corporations Act say that a members' meeting must decide on a specific matter, or
  - the by-laws or the Co-operative Corporations Act give members the right to appeal a Board decision.

*Refer to the Act Sections 96 and 70*

- c) The Board must follow the rules stated in the Co-operative Corporations Act, the Articles of Incorporation, the by-laws and the standing resolutions of the co-op.

- d) The Board can act only by a decision at a Board meeting.
- e) The Board has many responsibilities. These include making sure that
  - the by-laws and the standing resolutions of the Board which state the management policies of the co-op are adopted and reviewed regularly
  - there is an annual management plan for the co-op
  - there is a clear outline of the responsibilities of staff, committees and members
  - the co-op fulfils all its legal obligations and agreements
  - there is good maintenance of the co-op's property
  - the co-op keeps an adequate level of insurance coverage
  - members and employees have the opportunity for education about co-operatives
  - the by-laws dealing with the selection and housing of members are followed
  - attention is given to the social and community needs of the co-op, and
  - the co-op is involved in the broader co-operative movement and in the local community.

The Board is also responsible for

- controlling the financial affairs of the co-op
- making financial decisions in the interests of the members
- approving or rejecting membership applications
- directing and co-ordinating the activities of all committees
- setting the agenda for all general members' meetings
- reporting to the members on the activities of the Board and committees
- hiring, dismissing and directing employees, and
- setting the salary and conditions of employees.

## 6.02 Number of Directors and Quorum

The Board is made up of nine directors. Five of these directors make a quorum to deal with the business of the co-op.

*Refer to the Act Sections 85(2) and 93*

### 6.03 Who Can Act as a Director

- (a) Only a person who is eighteen years or older and a member of the co-op can be a director.

A majority of directors must be Canadian citizens or landed immigrants. Anyone who is in bankruptcy or mentally incompetent cannot be a director.

*Refer to the Act Sections 85(3), 87 and 89*

- (b) To become a director, you must be elected at a members' meeting. If you are present at the meeting, you must agree to be a director. If you are absent from the meeting, you must agree in writing to be a director before, or no more than 10 days after, the meeting.

The co-op should use the sample consent form that is attached to this By-law, Schedule "B."

- (c) After a majority of the units have been turned over to the co-op, only members who are residents of the co-op can be elected director.

### 6.04 Election of Directors

- a) Members elect the directors. Normally, elections take place at the annual meeting. However, members can elect directors at any general members' meeting called for this purpose.
- b) The election is by ballot. Members must cast a number of votes equal to the number of positions to be filled. For example, if the meeting is electing seven directors, then you must vote for seven of the candidates. Any ballot which has more or less votes than the necessary number will not be counted. Members cannot vote more than once for a candidate. When directors are elected by acclamation, the Secretary casts a single ballot for the directors who have been nominated.

*Refer to the Act Sections 76 (2), 90 and 91*

- c) Members can vote only during a properly established meeting. There must be a quorum present throughout the voting. You cannot appoint someone else to vote for you.

- a) The Board normally appoints an Election Officer or an Election Committee before the election of directors. The Officer or Committee members do not have to be members of the co-op.

The Election Officer or Committee is responsible for

- giving information about the election to the members, including educating members on the duties and responsibilities of the Board
  - getting candidates to run for director
  - making sure that the election follows the rules stated in the Co-operative Corporations Act and the co-op's by-laws, and
  - supplying initialled ballots with a number of spaces equal to the number of directors to be elected.
- b) The Officer or Committee should try to have more candidates than the number of directors to be elected.
- c) At the election meeting any member can nominate any other candidate who qualifies.

## 6.06

### Procedures for Elections

- a) The candidates who receive the greatest number of votes are elected to the Board. The Election Officer and assistants (or Committee) count the votes and announce the results. They should not announce the number of votes that each candidate got.
- b) A second election must be held immediately if there is a tie for the final position on the Board. In the second election only the candidates who were tied for the final position can be on the ballot.
- c) There must be an immediate recount after any election if at least **five** members present at the election ask for it.
- d) After the election, the Election Officer or Committee must return the ballots to the ballot box. The ballot box must be sealed and kept in the co-op office for **forty-eight hours**. Then the Officer can destroy the ballots.
- e) During the **forty-eight hour** period any member can requisition a special members' meeting to recount the votes. If there is a recount, the ballots

must be kept until the requisitioned meeting. Until the recount, the results announced at the election meeting will stand.

#### **6.07 Term of Office**

- (a) At the first election of directors after members have occupied a majority of the co-op's units, the top **nine** candidates are elected. The **five** candidates who get the largest number of votes are elected to a **two** year term. The next **four** candidates are elected to a **one** year term. In all following elections, directors are elected to a **two** year term.
- (b) Unless they resign or are removed, directors serve until the first Board meeting following the election of their successors.
- (c) Once the first housing units of the co-op are occupied, no Director can serve for more than two consecutive full terms.

#### **6.08 Responsibilities of Individual Directors**

Some directors have responsibilities as officers. Each director must also

- act honestly and in the best interests of the co-op at all times
- put the best interests of the co-op before the director's personal interest
- attend all Board and members' meetings, unless excused by the Board
- prepare for all meetings
- keep confidential any private information about the affairs of the co-op, its members or staff, and
- carry out any other duties which the Board decides.

#### **6.09 Interests of Directors Doing Business with the Co-op**

Directors cannot be disqualified from doing business with the co-op simply because they are directors.

*Refer to the Act Section 98*

#### **6.10 Legal Responsibility of Directors and Officers**

The rules for the legal responsibility of directors and officers are in Section 101

The rules for the legal responsibility of directors and officers are in Section 101 of the Co-operative Corporations Act.

- (a) Directors and officers can be legally responsible for their actions if they do not perform their duties, or disobey any terms of the Co-operative Corporations Act or any other law.
- (b) If directors or officers perform their duties in the best interests of the co-op, and obey the Co-operative Corporations Act and any other law, they will not be legally responsible for matters that are out of their control.

#### **6.11 Compensation for the Legal Costs of Directors and Officers**

The rules for the compensation of directors and officers are in Section 110 (1) of the Co-operative Corporations Act.

- (a) If directors and officers have acted legally and performed their duties in the best interests of the co-op, the co-op will compensate them for all legal costs. This also applies to the director's heirs, and personal and legal representatives.
- (b) Even if there is a question about the performance of their duties or the legality of their acts, the co-op will compensate directors and officers for legal costs if they successfully defend themselves.
- (c) The co-op must sign an Agreement with every director. This Agreement contains the legal responsibility of the co-op and the directors. The co-op should use the sample Agreement that is attached to this By-law, Schedule "C."

#### **6.12 Compensation for the Legal Costs of Employees and Agents of the Co-op**

- (a) Employees and agents of the co-op can be legally responsible for their actions if they disobey any terms of the Co-operative Corporations Act or any other law.
- (b) However, if they have acted legally and in the best interests of the co-op, the co-op will compensate them for all legal costs.
- (c) If an employee or agent reaches a settlement before the end of any legal action, that does not necessarily mean that the employee or agent acted illegally.

### **6.13 Compensation After a Successful Defence**

The rules for compensation after a successful defence are in Section 110 (2) of the Co-operative Corporations Act.

If directors, officers, employees or agents successfully defend themselves in any legal action, the co-op will compensate them for all legal costs.

### **6.14 Insurance Covering Compensation**

The rules for the purchase of insurance covering compensation are in Section 110 (3) of the Co-operative Corporations Act.

The co-op will purchase insurance to cover the cost of the compensation in 6.11, 6.12 and 6.13 of this By-law, except for costs that result from disobeying Section 108 of the Co-operative Corporations Act.

### **6.15 Ending Directorships**

#### **a) A director can resign**

A director can resign by giving written notice. The written notice must be delivered either to the President or to the co-op office.

The resignation will not take effect until the Board accepts it. The Board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

#### **b) Members can remove a director**

The members can remove any director before the end of the director's term. The members can do this by

- giving notice, with the notice of the meeting, that a member will put forward a resolution to remove the director, and
- passing the resolution by a majority vote.

The members can then elect by a majority vote any qualified person to replace the director.

#### **c) The Board can decide to recommend the removal of a director**

The Board can recommend the removal of a director

- if the director is absent from **three** consecutive Board meetings without permission or proper excuse
- if the director has broken the confidentiality rules in Article 11 of this By-law, or
- for not carrying out the responsibilities of a director or a member.

The Board must pass the recommendation by a majority vote. After that vote, the Board must send a written notice to the director. The notice must state the reasons for removal, and be sent to the director at least **seven** days before the meeting where the Board will discuss the removal.

The director can appear and speak at that Board meeting. The Board decides and votes on the removal without the director present. There must be a **two-thirds** vote cast to remove the director.

*Refer to the Act Section 104*

If the Board votes to recommend the removal of a director, it must present a resolution to the next general meeting of the members. The members must then decide on the resolution.

#### 6.16

##### **Vacancy**

- a) If there is still a quorum on the Board, the directors can appoint a qualified person to fill a vacancy until the next general election of the directors.

Discussion of the appointment of the director must be put on the agenda for the next members' meeting. At that meeting the members can confirm the Board appointment. They could also remove the director that the Board appointed, and elect any qualified person to serve the rest of the term.

- b) If no quorum of directors remains in office, the remaining directors must call a members' meeting to fill the vacancies. At that meeting the members elect directors to serve for the rest of the original terms.

#### 6.17

##### **Payment of Directors**

The directors serve without payment of any kind. However, they have the right

to be paid for travelling or other expenses while doing business for the co-op. These expenses must meet the guidelines and limits set by the Board.

## 6.18 Board Meetings

### a) Place of meetings

Directors hold their meetings at the head office of the co-op or at another place chosen by the Board, within the City of Mississauga.

*Refer to the Act Section 94 (1 and 2)*

### b) Regular meetings

The Board must hold regular monthly meetings on a date decided at the previous meeting, or at a regular time decided by resolution. There is no need to give notice of regular meetings.

*Refer to the Act Section 95 (1 and 2)*

### c) Special meetings

The Board can hold special meetings. A special meeting can be called by a resolution of the Board, by the President or Vice-President, or by a quorum of directors contacted between Board meetings.

Each director must be given at least **three** days notice of a special meeting. The notice must state the general nature of the meeting's business.

### d) Emergency meetings

A meeting of the Board can be called on less than **three** days notice if

- there is an emergency
- a quorum of directors is present at the meeting, and
- the directors present agree to hold the meeting without the normal notice.

Emergency meetings can be called only in very unusual circumstances. For example, roof repair might have to be done immediately to avoid serious damage to the building. Notice of an emergency meeting must be given in writing and by telephone, if possible.

serious damage to the building. Notice of an emergency meeting must be given in writing and by telephone, if possible.

There must be a report to the next regular directors' meeting of any decision made at an emergency meeting.

**e) Agenda of a Board meeting**

An agenda should be given to directors before a Board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the Board can consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the Board can only consider the business stated in the notice, or the agenda sent with the notice.

**f) Giving Up the Right to a Notice**

Directors can state in writing that they give up their right to a notice.

**g) Chairperson**

The Chairperson of Board meetings can be either the President or another person chosen by the Board.

The Chairperson can vote on all matters which come before Board meetings, but cannot vote a second time if there is a tie.

**h) Voting**

A majority vote is needed to pass a resolution unless this By-law states differently.

**i) Procedures**

This By-law's procedures for members' meetings also apply to Board meetings except when this By-law states differently.

**j) Taking part in meetings**

Normally, directors must be present at a Board meeting to take part in it.

However, if all the directors present at a meeting agree, any director can participate in a Board meeting by conference telephone or other communication equipment. All the directors must be able to hear each other.

*Refer to the Act Section 94(3)*

#### **6.19 Members, Non-members and Employees at Board meetings**

All members and employees of the co-op can attend Board meetings except when the Board has passed a resolution stating that the business of the meeting is confidential. Non-members can speak with the Board's permission, but they cannot make motions or vote.

#### **6.20 Minutes of Board Meetings**

- a) The minutes, or brief summaries of all Board meetings, should be made available to members as soon as possible after the meeting.

This can be done by publishing them in the co-op newsletter, sending them to members' units, or posting them in prominent locations in the co-op.

A copy of the Board minutes should be available to members in the co-op office during regular office hours.

- b) Confidential minutes must only be available to Board members.

### **Article 7: Officers**

#### **7.01 Meaning of "Officers"**

In this By-law, the word "officers" means only the officers elected as stated in this article. It does not refer to employees of the co-op.

*Refer to the Act Section 1(1) paragraph 16*

- a) The Board elects the following officers annually, or more often as needed:
- President
  - Vice-President
  - Secretary
  - Treasurer

The Board can elect any other officers and give them any authority and duties.

*Refer to the Act Sections 105, 106 and 107*

- b) No person can hold more than one office, except that the same person can be elected as delegate to the Peel Halton Co-operative Housing Federation and to the Co-operative Housing Federation of Canada.
- c) All officers must be members of the co-op. Only the President and Vice-President must be directors.

### 7.03

#### **Removal of Officers**

- (a) A majority of the Board can remove any officer by resolution, at any time and for any reason. Notice of this resolution must be given to all directors.
- (b) The officer is also entitled to notice of the meeting and the opportunity to be heard at the meeting.
- (c) The directors can immediately choose a new director to fill the vacancy.

### 7.04

#### **Resignation of Officers**

- (a) An officer can resign by giving written notice to the President or the office of the co-op. The resignation takes effect when the Board accepts it. The Board must accept any resignation at the first meeting after it is received, unless it is withdrawn.
- (b) Presidents and Vice-Presidents must resign from office when they are no longer directors.

### 7.05

#### **Paying Officers**

**7.05 Paying Officers**

- a) The officers serve without payment of any kind. However, they have the right to be paid for travelling or other expenses while doing business for the co-op. These expenses must meet the guidelines and limits set by the Board.
- b) Officers hired by the co-op to a paid position must resign from office.

*Refer to the Articles of Incorporation*

**7.06 The President and Vice-President**

- (a) The President
  - gives leadership to the co-op
  - makes sure that there is good management of the co-op
  - follows the resolutions approved at Board and general members' meetings
  - co-ordinates the work of the Board, committees, members and staff.
- (b) The President and Vice-President work together to carry out the President's responsibilities. They decide how they will share them. They review their roles regularly to make sure that they are carrying out all the responsibilities.

**7.07 The Chairperson**

The Chairperson makes sure that every meeting of the Board and general members runs smoothly. The Chairperson tries to make sure that every item on the agenda is discussed fully and fairly, and that the meeting comes to a clear conclusion.

Sometimes the President (or Vice-President) is also the Chairperson. However, the Board may choose a different person as chairperson.

**7.08 The Secretary**

- a) The Secretary must
  - send out all required notices of Board and members' meetings
  - provide all the necessary documents for Board and members' meetings

- keep up-to-date books and records of the co-op, except the ones which the Treasurer is responsible for
  - give all legally required notices, such as the notice of increased housing charges
  - file all necessary notices with the Ministry of Financial Institutions
  - keep complete minutes of all Board and members' meetings and distribute them before the next meeting, and
  - give a copy of all by-laws to the members as soon as possible after the members adopt them.
- b) The Secretary makes sure that there is an up-to-date minute book which must include
- a copy of the co-op's Certificate and Articles of Incorporation and any Articles of Amendments

*Refer to the Act Section 114*

- all by-laws
- all special resolutions of the co-op
- all standing resolutions of the Board
- the names, in alphabetical order, of every present and past member of the co-op for the last ten years and their complete address while a member
- the names, complete addresses and occupations of all present and past directors of the co-op, including the dates of their terms in office
- minutes of all Board and members' meetings
- copies of any reports to meetings of the Board and members, and
- confidential appendices to the minutes of Board meetings.

## 7.09

### **Recording Secretary and Corporate Secretary**

The Board can appoint separate officers as Recording Secretary and Corporate Secretary.

- a) A **Recording Secretary** would be responsible for taking, and distributing, minutes of meetings of the members and the Board.
- b) A **Corporate Secretary** would be responsible for all the other duties of the Secretary.

The Treasurer supervises the financial management of the co-op. This responsibility includes the following duties.

a) **Depositing Funds and Securities**

The Treasurer makes sure that all funds and securities are deposited as the Board decides.

b) **Keeping Accounting Records**

The Treasurer makes sure that proper accounting records are kept. These records include

- all monies received or paid out by the co-op
- all purchases made by the co-op
- all housing charges, rentals and other monies received by, or owed to, the co-op, and
- all assets, liabilities and other financial transactions of the co-op.

c) **Making reports**

The Treasurer makes sure that the Board receives monthly financial statements. These statements include a balance sheet, and a statement of income and expense.

**7.11 Delegate to the Peel Halton Co-operative Housing Federation**

The delegate to the Peel Halton Co-operative Housing Federation

- represents the co-op at meetings of the Federation
- informs the Board 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 as the Board decides.

**7.12 Delegate to the Co-operative Housing Federation of Canada**

The delegate to the Co-operative Housing Federation of Canada

- represents the co-op at the annual meeting of the Federation
- informs the Board 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 after seeking direction from the Board.

- informs the Federation of the views and concerns of the co-op, and
- votes at Federation meetings after seeking direction from the Board.

### **7.13 General Duties of Officers**

The officers must follow all Board resolutions and directions. They carry out all additional duties which the Board gives them, including acting as signing officers.

## **Article 8: Staff**

### **8.01 Employment of Staff**

- a) The Board hires employees to fill all staff positions.
- b) The Board provides a job description for each staff position. The job description states the responsibilities and authority of the position.
- c) The Board can delegate any responsibility or authority that it chooses to any employee.
- d) The Board and the members must pass a by-law, or a special resolution, if they want to employ an outside agency to provide management services.
- e) A permanent employee cannot be a member of the co-op.

### **8.02 Supervision of Staff**

- a) The Board supervises, directs, and sets the wages of the employees.
- b) The employees work under the instructions of the Board. They must provide any information that the Board and members ask for.
- c) If the Board asks an employee to do any of the duties of the Secretary or Treasurer, the employee should meet with the particular officer before acting.

## **Article 9: Committees**

### **9.01 Creating Committees**

There are two ways to create a committee.

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**Article 10: Conflict of Interest**

- 10.01 All directors, officers, committee members, agents, and employees must carry out their duties honestly, in good faith and in the best interests of the co-operative rather than in their personal interest. This includes following the co-op's by-laws and Provincial legislation about conflict of interest.
- 10.02 In this by-law, a person related to a director, staff, officer, agent or employee means a parent, spouse, same sex partner, child, household member, sibling, uncle, aunt, nephew, niece, grandparent, or a person with whom the director, officer, agent or employee has a business relationship.
- 10.03 A conflict of interest can happen when a director, officer, committee member, employee
- Makes or takes part in a decision affecting the co-op's affairs and,
  - The result of that decision gives the person, or someone related to the person a financial or other benefit which the rest of the co-op members do not have, or which only a few other members have. This financial or other benefit may be direct or indirect.
- 10.04 An employee or agent of the co-op can have a conflict of interest when
- The employee recommends, makes or takes part in a decision affecting the co-op's affairs and
  - The result of the decision gives the employee, or a person related to the employee a financial or other benefit. This financial or other benefit may be direct or indirect.
- 10.05 Examples if conflict of interest are
- The co-op does business with a director or an employee of the co-op or a company in which the director or the employee or a person related to them have a financial interest or stock.
  - Someone living in the co-op or an employee is involved personally in a procedure of discipline where they or someone related to them made the complaint, or someone related to them is being discipline.
  - The board gives out on-call positions to friends or family without telling all members that positions are available.

There are other types of conflict of interest. The co-op should deal with them by using the principles contained in this by-law.

10.06

The facts of each case are different, and careful judgment is needed to decide whether there is a conflict of interest. Even a perception of conflict of interest could undermine the appearance of integrity and the credibility of the co-op's business practices and the government-funding program.

Therefore, the board and members should follow the procedures below to determine if there is a conflict and to deal with the conflict if it exists.

**(a) When a director has or may have a conflict of interest**

The director must declare the conflict of interest, or possible conflict of interest, in writing at or before the first board meeting after becoming aware of the conflict of interest. This declaration must be recorded in the minutes of the meeting.

If the director does not declare a conflict of interest or a possible conflict of interest, but another director is aware of one, the other director should bring it up at the meeting.

The board must consider the matter no later than the second meeting after the notice of the conflict of interest was given. This discussion must be recorded in the minutes of the meeting.

The board then decides if there is a conflict of interest. If the board decides that there is a conflict of interest the director cannot vote on the matter and must not be present at any of the parts of meetings, when the matter is discussed, and does not count in quorum for those parts of the meeting.

As set out in Article 6, the board must report its discussion of the matter including how it was resolved to the service manager.

**(b) Financial Conflict of interest**

This paragraph applies in addition to paragraph 10.06 (a) if a director or officer has or may have a financial conflict of interest.

In the case of contract or agreement the provisions of article 10.11 apply.

Other financial conflicts of interest may be approved if the board believes that there is no reasonable alternative, that their decision is in the best interests of the co-op and is appropriate for a body that receives significant public funding.

Where the board approves a financial conflict of interest they must report it at the next meeting of the members. As set out in article 10.14, the board must also report the conflict of interest to the service manager. This does not apply to payments for on-call duties as set out in article 10.12.

If the board does not approve the financial conflict of interest the minutes must show this.

**(c) When a committee member has or may have a conflict of interest.**

A committee must follow the same procedures as the board if a committee member has or may have a conflict of interest. The matter can be appealed to the board if there is a dispute. The board's decision is final.

If a conflict of interest is financial it must be referred to the board. The board's decision is final.

**(d) When an employee or agent has or may have a conflict of interest**

An employee or agent who has or may have a conflict of interest must report it to their supervisor and follow the supervisor's directions.

The manager/co-ordinator must report a conflict of interest to the staff liaison (if there is one) or to the president of the Board. The president or staff liaison will report it to the board. The manager/co-ordinator must follow the board's directions.

Where the co-op retains a management company, the company and all its personnel must follow the same procedures as an employee of the co-op.

Where there are officers of the co-op who are not directors, they must follow the same procedures as employees.

As set out in article 10.14, the board must also report the conflict of interest to the service manager.

**(e) Members' conflict of interest**

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. However, members

must 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.

These procedures are in addition to, and do not replace the requirements of the provincial status or common law.

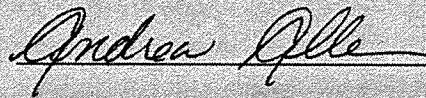
- 10.7 The board will closely monitor its relationships, contracts, arrangements and agreements. It will not engage in any that may result in a conflict of interest unless the situation is resolved as in Article 10.6.
- 10.8 The board will promote fair, open and objective business policies and practices in all its purchasing, contracting and hiring.
- 10.9 The board and staff must follow the procedures set out in the Spending By-law.
- 10.10 Directors and officers serve without payment of any kind. However, they have the right to be paid for traveling or other expenses while doing business for the co-op as long as the expenses are reasonable. The board must authorize these expenses. These expenses must meet any guidelines and limits set by the board. Directors cannot receive compensation for lost income while doing business for the co-op.
- 10.11 Despite anything else in this by-law, directors and officers, are people related to them, 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.
- 10.12 Directors and officers hired by the co-op to a paid position must resign from office. This does not apply to being the on-call person.
- 10.13 All directors and staff must sign the ***Conflict of Interest Declaration*** (attached: Schedule A). Directors and staff will sign when they begin their term, and existing directors and staff will sign annually.

10.14

The board must report to the service manager the minutes of any meeting where the board discussed a conflict of interest or a potential conflict of interest. The minutes must

- Record the board's decisions
- Record the options the board considered
- Show how the decision was in the best interests of the co-op
- Show how the decision was appropriate for a body that receives significant public funding.
- The minutes must also record the board's acknowledgement that its decision is subject to the approval of the service manager.

**PASSED** by the Board of Directors and sealed with the corporate seal of the Co-op on March 23, 2005.



President

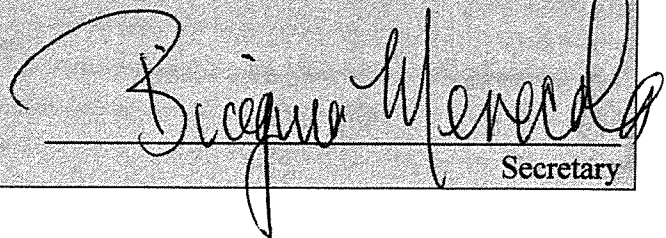


Secretary

**CONFIRMED** by at least two-thirds of the votes cast at a General Meeting of the Members on April 24, 2005.



President



Secretary

conflict of interest, it must report this resolution to the Ministry of Municipal Affairs and Housing if it involves a director, officer of the Co-op or their appointees, a manager or any other official with authority to enter into a relationship, arrangement, contract or agreement costing over \$14,999 or \$20 per unit in the project, whichever is lesser, in any fiscal year.

The board's report to the Ministry must include:

- a. A full description of the relationship or arrangement, a copy of the contract or agreement and details of the actual or perceived conflict, including declarations.
- b. The board's assessment of the conflict and the options it considered to resolve the conflict.
- c. Signed minutes of the board meeting(s) where the conflict and resolution were discussed including formal adoption of the recommended solution.

The Ministry may request additional information, where necessary and will review the board's report.

Should the Ministry determine that it disagrees with the board's solution to resolve the conflict, the board will implement the Ministry decision.

While some conflicts of interest can be resolved without reporting to the ministry, the board's actions must be fully documented and kept on file for five years. This file will be checked by the Ministry as part of the operational review. Failure to maintain a conflict of interest file may subject the Co-op to remedies by the Ministry.

Proceeding with a conflict which the Ministry deems prohibited, failing to report a conflict as required or failing to implement the Ministry's decision may subject the Co-op to the Ministry's remedies

## **Article 11: Information and Confidentiality**

### **11.01 Access to Member's File and Accounts**

Members have the right to see their personal files and financial accounts during co-op office hours. Members should make an appointment. If any member believes that there is an error in the personal file or accounts, co-op staff should try to explain the record or correct the problem. If the member is still not satisfied, the member can take the matter to the Board. The member can put a written statement in the file.

## **11.02 Confidentiality of Board and Committee Business**

- a) Sometimes directors or committees discuss confidential matters. All directors and committee members must keep these matters secret, even after they are no longer directors, members of the committee, or members of the co-op.

Confidential matters are

- personal and financial information about members
  - personal information about co-op employees, and
  - information about co-op business which should be kept secret to protect the co-op.
- b) Officers, employees or members sometimes learn confidential information. They must keep that information secret and not pass it on to anyone else.
- c) When the Board discusses confidential matters, the minutes of these discussions must be kept in a confidential appendix. Confidential appendices must be kept in a separate section of the minute book. Only Board members can see the confidential appendices.
- d) Directors must decide which items are confidential. They should remember that members have the right to be fully informed about the co-op's business. They must have a good reason for keeping something confidential.

## **Article 12: Financial**

### **12.01 Fiscal year**

The fiscal year of the co-op starts December 01 each year and ends on November 30 the following year.

### **12.02 Bonding Officers and Employees**

- a) The following persons must be bonded with a surety company:
- every officer or employee in charge of or handling money or securities
  - every signing officer, and
  - any other officer or employee that the Board decides should be bonded.

- b) The Board chooses the surety company, and the amount and form of the bond.

### 12.03 Auditor

- a) The members appoint an Auditor at each annual general meeting. The Auditor can be a chartered accountant or a chartered accountant firm.

The Auditor stays in office until the members appoint the next Auditor. The Board decides how much to pay the Auditor.

- b) Sections 124 and 125 of the Co-operative Corporations Act state how to remove an Auditor and appoint a different auditor.
- c) The Auditor must have access to the books, accounts and vouchers of the co-op at all reasonable times.
- d) The directors, employees and officers of the co-op must provide any information and explanations which the Auditor needs.

### 12.04 Auditor's Report

The Auditor reports at the annual general meeting on the financial statement of the co-op.

*Refer to the Act Section 127(2)*

### 12.05 Signing Officers

- a) The Board appoints **four** signing officers to sign cheques.

The President and the Treasurer must be signing officers. The Board must also choose **two** other directors to be signing officers.

- b) All cheques must be signed by **two** signing officers.

Before signing a cheque, the officers must make sure that the expenditure has been properly approved.

- c) All other documents which need the signature of the co-op must be signed by the President or Corporate Secretary, and one other signing officer. This

includes any written commitment of the co-op such as a contract for work to be done. However, the Board can pass a resolution to appoint any officer, director or employee to sign documents for the co-op. This does not include cheques.

- d) Anyone who has the authority to sign documents can also affix the corporate seal.

#### **12.06 Limits of Signing Authority**

Anyone who has the authority to sign documents, can only sign those documents which have been properly authorized under the by-laws. They have no authority to make any commitments, or enter into contracts or obligations for the co-op. They can, however, make minor changes to a document.

#### **12.07 Power to Borrow**

- (a) The Board can
- borrow money on the credit of the co-op
  - issue, sell or pledge securities of the co-op, and
  - use the property of the co-op as security for a loan or payment of a debt.
- b) When using its powers to borrow, the Board must carry out any obligations which the co-op has to
- Canada Mortgage and Housing Corporation
  - the Province of Ontario, or
  - any others.
- c) The Board must discuss any major borrowing decision with the members.
- d) If the Board wants to borrow more than a total of **\$25,000**, the members must pass a special resolution approving it.
- e) The Board can pass further by-laws that give it more powers to borrow.

#### **12.08 Investment of Surplus Funds**

- a) The Board can invest surplus funds in government bonds, interest bearing

deposits or other interest bearing securities. They can do this with a

- credit union
- chartered bank
- trust company, or
- Province of Ontario Savings Office.

The Board needs the approval of the members in order to

- invest co-op funds in any investment or security other than those mentioned above, or
  - invest in any security which has a maturity date of one year or longer.
- b) The Board should invest funds to get a reasonable rate of return but must not risk the financial stability or normal operation of the co-op.
- c) To help promote co-operative principles, the Board should invest surplus funds in a credit union. The Board, however, should make sure that the credit union offers terms that are the same or better than other banks or trust companies.
- d) The Board should put any interest earned from the surplus fund back into the fund.

#### **12.09 Dissolving the Co-op**

If the co-op is dissolved, its debts must be paid. The remaining property must be given to charitable organizations that carry on their activities only within Canada.

#### **Article 13: Membership in Federations**

**13.01** The co-op can become a member of Co-operative Federations and Associations which support and promote co-operative housing. The co-op must pay the reasonable expenses of members appointed to attend Federation activities.

#### **Article 14: Notice**

##### **14.01 Notice**

- a) Notice must include the time and place of the meeting.

- b) Notice must be given to anyone on the co-op's membership records at 5 p.m. on the day before the notice must be sent.

#### 14.02 Defects in Notice

At times there will be

- a minor defect in a meeting notice
- an accidental failure to give notice to someone entitled to a notice, or
- someone entitled to a notice who does not receive it.

These do not affect any decision or action taken at the meeting.

#### 14.03 Delivery of Notice

- a) Any notice or other document can be
- handed personally to the member
  - left with an adult member in the member's unit
  - left in the mail box
  - slipped under the door
  - taped to the door, or
  - delivered in any other manner to the member's unit.
- b) The co-op can send notices or other documents by mail. On the **third** day after mailing, the co-op will consider that the member has received it.
- c) Some co-ops have an internal mail box system. Notices or other documents can be left in a member's box in the internal system.

#### 14.04 Calculating Time for Notices

When notice is required, the date on which the notice is given is not counted when you calculate time, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Thursday, October 21. The By-law says that there must be a notice of 10 days. If you count back 10 days, including the day of the meeting, this count will take you to Tuesday, October 12. Therefore, you should send out notice on or before Monday, October 11. When you count back, make sure to include any Sundays or holidays.

**PASSED** by the Board of Directors and sealed with the corporate seal of the Co-op on  
March 23, 2005.

*Andrew O'Leary*

President

*Leon Rafferty*

Secretary

**CONFIRMED** by at least two-thirds of the votes cast at a General Meeting of the  
Members on April 24, 2005.

*J. McCall*

President

*Breanna Wenzel*

Secretary

## Schedule A: Rules Of Order For Members' Meetings

These rules of order have been written as a guide for co-ops. After each rule there is a comment to explain the meaning of the rule. The comment is not a part of the rule. The members of a co-op can decide to adopt these rules for their meetings. If they do, this means that any other rules, such as Robert's rules, do not apply to the co-op meetings.

### 1. Motions

Members can bring an item of business to the members' meeting 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 (that is, making a motion that the proposal be accepted).
- the chairperson can present an item on the agenda, and ask if any member wishes to make a motion.
- the member can present an item for discussion without making a motion. The chairperson decides if a motion is needed. If so, the chairperson asks for a motion.

Another member must "second" a motion. Otherwise, members cannot discuss the motion.

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 chairperson, and written on a flip chart for members. The secretary reads the motion to the members before a vote is taken.

### 2. Speaking

Members discuss a proposal once it has been moved and seconded. The chairperson controls the discussion. Members speak as follows:

- can ask questions. The chairperson or the member who moved the motion, answers the questions.
- they can speak for or against the motion.

- they speak to the chairperson.
- each speaker normally speaks for 3 minutes or less. The chairperson can set a longer or shorter time limit.
- normally, the chairperson will allow a member to speak more than once on an item only after others who want to speak have done so.

**Comment:** All those who want to speak should raise their hands. The chairperson will keep a speakers' list and call members to speak in order. The chairperson may rule speakers "out of order" if their comments are off the point.

### **3. Amendments**

Members can suggest an amendment to a main motion during discussion. An amendment can:

- take out part of the main motion
- add to it
- change parts of it.

An amendment cannot:

- be directly against the meaning of the main motion
- be unrelated to it.

All speakers must speak to the amendment once it has been moved and seconded. They continue to do so until the amendment has been voted on.

#### **(a) Friendly Amendments**

A member can ask that the mover and seconder of the main motion accept an amendment as "friendly". If they agree that it is a "friendly" amendment, it becomes part of the main motion. The chairperson will keep a separate speakers' list for the discussion on amendments.

#### **(b) More Than One Amendment**

The chairperson can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion

#### **(c) Order of Voting on Amendments**

The order of discussion and voting on amendments is the **reverse** of the order in which they were moved. This means that discussion and voting begins with the **last amendment moved**.

Any amendment passed becomes part of the main motion. After members have voted on all amendments, they discuss and vote on the (amended) main motion.

**(d) Majority of Votes**

An amendment must have the same majority as the motion that it amends. Therefore, an amendment to a proposed by-law must have a two-thirds majority.

**Comment:** The chairperson must make sure that members know which amendment is being discussed. Members can easily become confused if there are several amendments on the table.

Members cannot amend a motion by moving a whole new motion, or by an amendment that is against the meaning of the main motion. Members who want to oppose a motion may:

- speak against the motion
- outline a proposed new motion
- ask the mover to withdraw the main motion
- ask the members to defeat the main motion so that they can move a new motion.

**4. Withdrawing a Motion**

The member who moved a motion can withdraw it at any time during the discussion. The seconder should be asked for permission.

**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.

**5. Voting**

The chairperson calls for a vote once every member who wishes to speak has spoken.

**(a) Majority**

Motions are decided by simple majority unless the *Co-operative Corporations Act* or the co-op's by-laws say otherwise.

A simple majority vote is more than half of the votes cast, without counting abstentions (50% plus one vote). A two-thirds majority is two-thirds of the votes cast without counting abstentions.

**(b) Chairperson**

The chairperson does not vote unless

- the vote is by ballot, or
- the chairperson's vote is needed to make or break a tie.

The chairperson rules on whether or not the motion has passed. Any member can request a recount of votes.

**Comment:** Normally, members will vote by a show of hands. The Chairperson asks first for those in favour, then for those against, then for abstentions.

However, the meeting may decide, by a simple majority, to vote by ballot. Usually a vote by ballot is better if the item is a sensitive one. The Act (Ontario) says that any member may call for a poll count (Section 75 (3)).

**6. Motions About Procedure**

**(a) Calling the Question**

A member who has not yet spoken on the motion or amendment which is being discussed and who wishes to end the discussion can call for an immediate vote by saying "I call the question". This motion to "call the question" needs a seconder. The chairperson will immediately ask members to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed.

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 to discuss the main motion or amendment.

**Comment:** A motion to "call the question" is an attempt to stop further discussion. It should be used when members seem to be ready to vote and when speakers are not saying anything new. However, it should be used carefully as it may take away someone's chance to speak.

**(b) Motions to Defer, Refer, or Table a Motion**

During the discussion on a main motion or an amendment, any speaker can move to

- "defer the question"
- "refer the question", or
- "table the motion".
  
- Motion to "**defer the question**"

This motion needs a seconder. Members can debate it. It must state the date or time at which the members will discuss the question.

- Motion to "**refer the question**"

This motion needs a seconder. Members can debate it. It must state to whom the question is referred.

- Motion to "**table the motion**"

This motion needs a seconder. Members do not debate it.

**Comment:** "**To defer the question**" means to put off discussion to another meeting, or to a later time in the same meeting.

"**To refer the question**" means to give the Board, a committee, or a small group the job of studying the question and of making recommendations to the members.

"**To table the motion**" sets aside the business for an indefinite period. It is usually used when members don't want to discuss, or to express their opinions. At another time, or at a later meeting, members may pass a motion (by a simple majority) "to take the motion from the table". They can then continue discussion.

**(c) Motions that Waste Time**

The Chairperson can rule a motion out of order on the grounds that it is absurd or wasting time, and not worth the members' attention.

## 7. Interruptions

Members can speak out of turn if they wish to raise:

- a point of order
- a point of information
- an appeal against the chairperson's ruling
- a question of privilege

Once a **point of order** is raised, the chairperson rules whether it is correct or not, and acts accordingly.

Members who have:

- an important piece of information, or
- a question which will save time in the discussion

can raise a **point of information**.

Members can **appeal** when they think a ruling of the chairperson is not correct. The appeal needs a seconder, and is not discussed. Both the chairperson and the member who makes the appeal can give their reasons. The question: "Shall the decision of the chairperson be upheld?" is put to the vote. The chairperson does not vote. If the vote is tied, the chairperson's ruling is upheld.

A **question of privilege** does not need a seconder. It is not discussed. The chairperson rules on the question without calling for a vote.

### **Comment: A point of order**

Members may raise a point of order if they think that

- the meeting is following an incorrect procedure or
- there is a better procedure or
- there is not a quorum.

### **A point of information**

Points of information should always be brief.

A member who wants to raise a point of order or a point of information stands up, and politely says that s/he has a point of order or information.

### **An appeal**

The chairperson need not 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.

### **A question of privilege.**

A member who feels that there is a risk to the rights, safety or comfort of the members (or of one member) may raise a question of privilege. It may be a simple matter, such as the need for better ventilation, or for the use of a microphone. There is no need of a seconder or discussion. The chairperson gives a ruling on the question of privilege.