

Central Ontario Co-operative Housing Federation Inc.

ORGANIZATIONAL BY-LAW

Organizational By-law

This By-law contains the rules under which the Central Ontario Co-operative Housing Federation Inc. operates. The Co-operative Corporations Act regulates how the Federation 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 appropriate. After some of the terms in this By-law we have included in brackets the sections of the “Act” that apply to that term.

1. GENERAL

1.1 Interpretations

- a) In these By-laws and elsewhere, the Central Ontario Co-operative Housing Federation may be referred to as “COCHF” or the “Federation”.
- b) The word “Act” shall mean the Co-operative Corporations Act, RSO 1996.
- c) The word “member” shall mean the member organization or its delegate or alternate (when acting as delegate).
- d) In these By-laws, unless the context requires otherwise, the singular includes the plural and vice versa.
- e) In these By-laws, any term defined in the Act will have the meaning as used in the Act.
- f) “By-law” means any by-law of the Federation in force at the time.

1.2 Priority of this By-law

- a) This By-law takes the place of all previous by-laws or resolutions of the COCHF. Any future by-law can only amend this by-law if the future by-law states that it is doing so.
- b) If there is a conflict between documents, the documents will govern in the following order:
 - the Act
 - the Articles of Incorporation
 - this By-law
 - the other by-laws of the Federation unless the by-laws state differently.

1. GENERAL

1.3 Location of Head Office

- a) The head office of the Federation will be located at such a place approved by the Board of Directors.
- b) Should the federation be dissolved, after payment of all debts and liabilities, the Federation's remaining property will be distributed to a Canadian charitable housing organization of the Director's choice.

1.4 Objectives

- a) To provide services to and organize activities for member organizations;
- b) To provide a forum for non-profit housing co-operatives to share information, skills and experience;
- c) To represent member housing co-operatives with appropriate levels of government in regards to operations, funding and the development of new co-operative housing;
- d) To work with other organizations that share the objectives and goals of the Federation;
- e) To promote and provide education and training for co-operative housing members and staff;
- f) To participate in the greater co-operative movement in order to promote the International Co-operative Principles and the growth and development of co-operative enterprises.

1.5 Human Rights

The Federation is not discriminatory, and abides with the principles of the Human Rights Code.

2. MEMBERSHIP

2.1 Applying for Membership

To become a member you must:

- apply in writing
- pay the membership fee
- be approved by the Federation Board of Directors under one of the membership categories

2.2 Membership Categories

a) Full Membership

Organizations eligible for full membership in the Federation can be housing co-operatives, staff organizations, resource groups and operational services groups.

- i) Housing co-operative means a corporation that:
 - is incorporated.
 - has an objective to provide housing for its members.
 - operates on a not-for-profit basis.
 - is a member of the Co-operative Housing Federation of Canada
- ii) Staff Organization means a corporation that:
 - is incorporated.
 - operates on a not-for-profit basis.
 - is made up primarily of persons who provide on-site services to housing co-operatives
 - is a member of the Co-operative Housing Federation of Canada.
- iii) Resource Group means a corporation that:
 - is incorporated.
 - operates on a not-for-profit basis.
 - is made up primarily of persons who provide development services to housing co-operatives
 - is a member of the Co-operative Housing Federation of Canada.

2. MEMBERSHIP

2.2 (cont.)

- iv) Operational Service Group means a corporation that:
- is incorporated.
 - operates on a not-for-profit basis.
 - has as its primary objective, the provision of management, staffing or operational services to occupied housing co-ops.
 - is a member of the Co-operative Housing Federation of Canada.

b) Affiliated membership

The Federation has membership categories that have all the rights of membership except that they cannot vote at general members' meetings, serve as a Director or be a chairperson of a committee, task force or working group. Affiliated memberships include Associate members and Honourary members.

- i) Associated members are individuals or organizations who support the concept of co-operative housing and are not affiliated with an organization eligible for full membership.
- ii) Honourary members are individuals who have been recognized for their significant contribution to the Federation.

2.3 Membership Dues

Each member must pay annual membership dues. The Board and the members decide on the amount and terms of these dues.

2.4 Transferring Membership

A member cannot transfer membership from one category to another without Board approval.

2. MEMBERSHIP

2.5 Withdrawing Membership

A member can withdraw from the Federation by giving six (6) months notice to the Board of Directors. No refund of paid dues will be granted.

A member will be deemed to have given notice if they have not remitted their annual dues within six (6) months after the start of the membership year and have not contacted the Federation to confirm their intention to remain members.

2.6 Expelling a Member

The Board can expel any member for just cause, provided that the procedure for expulsion is in accordance with the Act (Section 66). The reasons for expelling a member include:

- not paying the annual membership dues or any other amounts owed to the Federation.
- not supporting the goals of the Federation.

3. MEETINGS OF MEMBERS

3.1 Place of Meetings

Meetings will be held within the area served by the Federation and will be conducted according to these by-laws.

3.2 Annual Members' Meetings

The Federation must hold an annual members' meeting no later than:

- 15 months after the last annual meeting.
- six months from the end of the Federation's fiscal year.

3.3 Regular Members' Meetings

The Board must call regular meetings of the members. The members **may** decide how often meetings will be. There must be at least one meeting per year.

3.4 Special Members' Meetings

The Board can call special members' meetings at any time. The notice of the meeting must state the business that the Board wants to deal with.

3.5 Notice of Meetings

Notice of meetings must be mailed to each member at least 10 days before the date of the meeting.

3. MEETINGS OF MEMBERS

3.6 Meeting Agenda

- a) The agenda for each annual meeting must include:
- approving the auditor's report
 - approving the financial statements
 - appointing the auditor for the next year

The annual meeting agenda usually includes the election of Directors and reports from the Board, committees and staff.

- b) The agenda must also include the general nature of any other business to be dealt with at the meeting. Members can raise any matter at a meeting but they cannot vote on it if it was not included in the agenda.

3.7 Quorum

- a) At any general members' meeting, the greater of twenty five percent (25%) of the members or ten (10) members, shall be present in person to constitute a quorum so that business may be conducted. If quorum is not present within 30 minutes of the starting time of the meeting, the meeting is formally dissolved. Discussion of the agenda may be held if the members present agree, but no resolutions may be passed.
- b) If members have requisitioned a meeting and there is no quorum present 30 minutes after the meeting was scheduled to start, the meeting must be called off. Those present do not have the right to continue the meeting as in 3.7 a. The Board does not have to call another meeting in response to the requisition.

3. MEETINGS OF MEMBERS

3.8 Attendance by Non-members

- a) Employees of the Federation who are not members have the right to attend and speak at members' meetings unless the members decide otherwise.
- b) Other non-members can attend and speak at meetings only if the chair gives permission. The members can reverse the chair's permission. Non-members cannot vote or make motions.

3.9 Record of Meeting

The Corporate Secretary, or another person appointed by the Board, is responsible for recording the names of all persons who attended the member's meeting and the recording of the minutes.

3.10 Chairperson

- a) The President, or Vice-President, shall normally chair the meeting.
- b) If the President and Vice-President are still absent 10 minutes after the meeting is scheduled to start, the members must choose a chairperson from amongst those present.
- c) The President or Vice-President can recommend the approval of another person to chair a members' meeting.

3.11 Conduct of Members' Meetings

Unless an alternative method is decided upon at the beginning of the meeting, the meeting will be conducted by the rules set out in the Act, or by Robert's Rules of Order, or as decided by the Board of Directors.

3. MEETINGS OF MEMBERS

3.12 Delegates and Voting

- a) Each member organization in the Federation can appoint one of its members or staff persons to be the delegate and one of its members or staff persons to be the alternate to attend the meetings. The member organization will notify the Federation of their appointments by submitting a completed Delegate/Alternate Registration.
- b) Each member of the Federation has one (1) vote which can be cast by either the delegate or the alternate.
- c) Delegates or alternates who are unable to vote cannot appoint someone else to vote for them. Proxy votes are similarly not allowed.
- d) A majority vote is needed to make any decision unless a by-law or the Act states differently.
- e) A two thirds majority is needed to pass or amend by-laws.
- f) An abstention is not counted as a vote. A tie vote defeats the motion.
- g) The chairperson will not vote unless:
 - the vote is by ballot
 - the chairperson's vote is needed to break a tie

4. MEMBER CONTROL

4.1 Powers of Board and Members

- a) The Board runs the business of the Federation. The members do not do this directly. The powers of the members include:
 - electing Directors under 5.5 / 5.6 of this by-law.
 - removing Directors under 5.8 of this by-law.
 - approving the budget and member dues.
 - requisitioning Directors to act under article 4 of this by-law.
 - appointing the auditor each year.
- b) The Act allows members' meetings to make decisions if:
 - the by-laws or the Act say that a members' meeting must decide something.
 - the by-laws or the Act give members the right to overrule a Board decision.
 - members follow the procedures in the Act and in Article 4 of this by-law.

4.2 Requisition for Passing a By-law or Directors' Meeting

- a) Ten percent of the members can requisition the Directors to pass any by-law or resolution. They must sign and deliver a notice to the Federation office. The notice must state the wording of the by-law or resolution.
- b) The Board does not have to comply with the notice. If it wishes to comply, it must pass the by-law or make the decision within 21 days. If confirmation is required, the Board must also call a members' meeting to confirm it within the 21 day limit, or put it on the agenda for a meeting that has already been called. The meeting does not have to be held within the 21 day limit. If the Board does not wish to comply with the notice, any of the members who requisitioned the meeting can call a members' meeting for that purpose. This members' meeting has the full power to pass the by-law or make the decision. This is the only way that members can adopt a by-law that the Board has not passed.
- c) The rules for these requisitions are in section 70 of the Act.

4. MEMBER CONTROL

4.3 Requisition to put a Resolution on the Agenda of a Members' Meeting

- a) Ten percent (10%) of the members can requisition the Directors to put a resolution on the agenda for the next members' meeting. They must sign and deliver a notice to the Federation office. The notice must state the wording of the resolution. This notice may include an explanation of the resolution of no more than one thousand words. The Board will include this with the notice.
- b) This procedure does not allow the members to:
 - pass a by-law unless the Board has already passed it.
 - make a decision unless the members already had the right to make it without a requisition.It does allow members to remove a Director under 5.7 of this by-law.
- c) The rules for these requisitions are in section 71 of the Act.

4.4 Requisition for a Members' Meeting

- a) Ten percent (10%) of the members can requisition the Directors to call a meeting for any purpose that is:
 - connected with the business of the Federation.
 - is in agreement with the Act.They must sign and deliver a notice to the Federation office. The notice must state the purpose for calling the meeting.
- b) The Board can include the business of the requisitioned meeting as part of any meeting that is scheduled during the time period stated in Section 79 of the Act. 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 members' meetings as often as it should. It does not give the members any authority which they do not already have.
- d) The rules for these requisitions are in Section 79 of the Act.

5. BOARD OF DIRECTORS

5.1 Powers and Duties of the Board

- a) The Board manages and directs the business of the Federation. It can use all the powers of the Federation, unless the Act or the by-laws say that a member's meeting is needed to decide on a specific matter.
- b) The Board must obey the Co-operative Corporations Act, the Articles of Incorporation and the by-laws of the Federation.
- c) The Board can act only by making decisions at Board meetings that meet the requirements in this by-law.
- d) The Board must carry out its responsibilities diligently.
- e) The Board can give employees of the Federation whatever authority it sees fit to manage the business of the Federation.

5.2 Number of Directors

The Board will consist of a maximum of 9 Directors as follows:

- Seven (7) Directors elected by housing co-operatives. Of these seven, only one (1) can be from any one member.
- One (1) Director elected by the local staff association.
- One (1) Director elected by the local resource groups.

The delegates, or alternates, from each member category can only vote for the directors that will represent that category.

5.3 Qualifications / Eligibility

- a) A candidate for the Board
 - must be eighteen years old
 - must be mentally competent
 - cannot be in an undischarged bankruptcy.
- b) A majority of Directors must be residents of Canada.

5. BOARD OF DIRECTORS

5.3 (continued)

- c) A Director must be a member, Director or officer of a corporate member of the Federation and must have been nominated by and continue to have the support of that member.
- d) A Director elected to represent a membership category must be a member, Director or officer of a member approved within that membership category. This requirement can be waived as stated in 5.10 b).
- e) A Director must leave office if that Director no longer meets any of the above qualifications. When a Director is disqualified, the members who belong to the category which elected that Director can elect a new Director to complete the term at a general members' meeting.

5.4 Term of Office

- a) Directors serve for a two (2) year term except as noted in 5.4 b. Each Director shall serve until the beginning of the first Board meeting following the election or appointment of a successor.
- b) When an election has taken place which included replacing a Director who did not complete the first year of their term, the Board will determine which newly elected Director will serve for only one (1) year to complete the term.

5.5 Electing Directors

- a) Members elect Directors. Normally, elections take place at the annual meeting, but they can be scheduled for another meeting.
- b) The voting is by ballot
- c) Members must vote for the number of positions available. Any ballot that does not contain the necessary number of votes will be disqualified.

5. BOARD OF DIRECTORS

5.5 (continued)

- d) Members can distribute the votes among the candidates in any way. No candidate can receive more than one vote from any delegate or alternate.
- e) Members can vote only during a proper meeting. There must be a quorum present from the time the ballot box is open until the final vote is cast. There does not have to be a quorum present while the votes are being counted or when the results of the vote are announced. If there is a tie and a quorum is no longer present, then the Board must call a new meeting to complete the election.

5.6 Election Procedures

- a) Notice of the positions to be filled will be given with the agenda or notice of meeting.
- b) The chair can perform the duties of the election officer or appoint someone else.
- c) Members can nominate candidates at the meeting. Any eligible members may stand for election (self-nominated). The qualifications as stated in 5.3 will apply.
- d) Ballots will be counted by at least two scrutineers appointed by the members.
- e) The candidates who receive the greatest number of votes are elected to the Board. The election officer announces the results.
- f) 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.

5. BOARD OF DIRECTORS

5.6 (continued)

- g) If a quorum is present any member can ask to have a recount immediately after the results are announced. The count will be done in front of the members present. The detailed results of a recount will be announced.
- h) After the election, the election officer must return the ballots to the ballot box. The ballots must be kept in a sealed container in the Federation office for seven (7) days. Then the officer can destroy the ballots.
- i) During the seven (7) day period, ten percent (10%) of the members can requisition a special members' meeting to recount the votes. If this happens, the ballots must be kept until the requisitioned meeting. A recount will happen as described in 5.6 of this by-law.

5.7 Directors can Recommend Removal

- a) The Board can recommend that members remove a Director if the Director:
 - is absent from 3 consecutive Board meetings without permission or proper cause.
 - has broken the confidentiality rules in Article 10 of this by-law
 - has not declared a conflict of interest where one exists.
 - has not carried out the other responsibilities of a Director.
 - has broken the Federation's by-laws.
- b) The Board must give written notice to the Director of the Board meeting held to discuss the recommendation. The notice must state:
 - the time and place for the meeting
 - the reason for the recommendation.
- c) Notice must be given to the Director at least seven (7) days before the meeting.

5. BOARD OF DIRECTORS

5.7 (continued)

- d) The Director can appear and speak at that Board meeting. The Board decides and votes on the recommendation without the Director present.
- e) If the Board votes to recommend the removal of a Director, it must present a resolution to the next members' meeting. The members must then make the final decision.

5.8 Members can Remove Directors

- a) Each member group can remove a Director elected by that member group before the Director's term ends.
- b) The majority of the delegates or alternates who represent the group must vote to remove a Director. They must vote at a general members' meeting called for that purpose.
- c) Notice that a motion will be made to remove a Director must be given at least ten (10) days before the meeting.
- d) A motion to remove the entire Board will not take effect until such time as an election to replace the Directors can take place.

5.9 Resigning from Office

- a) A Director can resign by giving written notice delivered to the Federation office.
- b) 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.
- c) Where a Director loses eligibility their status as a Director will be terminated immediately and deemed to have been accepted by the Board.

5. BOARD OF DIRECTORS

5.10 Vacancy

- a) When members remove a Director, the members of that membership category can elect any qualified person to replace the Director for the rest of the term of the former Director. If the members do not do this, then 5.10 b applies.
- b) When vacancies occur for any other reason, an election must be held at the next general members' meeting. The Board may appoint a replacement Director, who has been nominated by a member, to serve until the next election.
- c) 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 the rest of the terms of the former Directors.

5.11 Board Meetings

- a) Board meetings must take place in the area served by the Federation.
- b) The Board must hold regular meetings on a date decided at the previous meeting, or at a regular time set by the Board. There is no need to give notice of regular meetings. The agenda and relevant material will be delivered to the Directors no less than 48 hours before the meeting.
- c) The Board can hold special meetings. A special meeting can be called by a decision of the Board, by the President or Vice-President, or by a quorum of Directors. Each Director must be given at least 3 days notice. The notice must state the general nature of the meeting's business. No agenda or material need be distributed prior to the meeting.
- d) Directors can give up their right to a notice. This must be done in writing

5. BOARD OF DIRECTORS

5.11 (cont.)

- e) No notice of a meeting is necessary for newly elected or appointed Directors if:
 - the meeting is held immediately after the election of the Directors.
 - the meeting has just appointed a Director to fill a vacancy on the Board.
- f) The chair of the Board meetings can be either the President or another person chosen by the Board.
- g) A majority vote is needed to make decisions unless this by-law states differently.
- h) This by-law's procedures for members' meetings and the Rules of Order also apply to Board meetings except when this by-law states differently.

5.12 Quorum

- a) Quorum means the minimum number of Directors who must be present for a Board to hold a meeting and make decisions. A quorum must be present to transact any business.
- b) Quorum will be as follows:
 - when there are eight (8) or nine (9) Directors, Quorum will be five (5) Directors present,
 - when there are six (6) or seven (7) Directors, Quorum will be four (4) Directors present,
 - when there are fewer than six (6) Directors, Quorum will be three (3) Directors present.

6. OFFICERS

6.1 Officers

- a) The Board must elect a President, a Vice President, a Corporate Secretary and a Treasurer once a year or more often, if necessary. The Board can elect other officers if they consider it necessary.
- b) The President, Vice-President, and Corporate Secretary must be an elected Director.
- c) Other Officers need not be elected Directors so long as they are a member, Director, or officer of a corporate member of the Federation.
- d) Officers must be elected by a vote of the majority of the Board members present.

6.2 Duties of the Officers

The Board decides what powers and duties the Officers will have. These powers and duties must follow the terms of this By-law.

6.3 Duties of the President and Vice-President

- a) The President;
 - gives leadership to the Federation.
 - follows the decisions approved at Board and members' meetings.
 - chairs all meetings of the Board and members.
 - signs all legal documents requiring the President's signature.
- b) The Vice-President performs all the duties of the President when the President is absent, refuses to act as President or is unable to act as a President.

6. OFFICERS

6.3 (continued)

- c) The President and Vice-President work together to carry out the above responsibilities. They decide how they will share them. They review their roles regularly to make sure they are carrying out all their responsibilities.

6.4 Duties of the Corporate Secretary

- a) The Corporate Secretary must ensure that:
- all required notices of Board and members' meetings are given.
 - all the necessary documents for Board and members' meetings are provided, including minutes.
 - complete minutes of all Board and members' meetings are kept up to date.
 - all necessary notices are filed with the Ministry of Financial Institutions.
 - a copy of all new by-laws is given to the members as soon as possible after they are confirmed.
- b) The Corporate Secretary must also ensure that these records be kept:
- a copy of the Articles of incorporation and the by-laws of the Federation, signed and sealed.
 - the names, in alphabetical order, of every present and past member of the Federation for the last ten years and their complete address while a member.
 - the names of every person who owes or has owed money to the Federation and their complete address while in debt. The list must not include debt obligation in bearer form. The list must include the class or series and principal amount of the debt.
 - the names, complete addresses, and dates of their terms in office of all present and past Directors of the Federation.
 - a signed, approved copy of the minutes of all meetings of the Board and members' meetings.

6. OFFICERS

6.5 Duties of the Treasurer

- a) The Treasurer must understand and review the Federation's finances and report on them to the Board and the members. The Manager of Member Services is responsible for the day-to-day management of the Federation.
- b) The Treasurer must ensure that:
 - funds are deposited in a credit union or any other type of bank that the Board decides.
 - there are proper accounting records.
 - that the Board receives financial statements as required.
 - Credit unions will be the preferred financial institution for the Federation

6.6 Transfer of Powers

The Board can transfer all or any of the powers of an Officer to another Director if the officer is absent or unable to act. A majority of the Board members present must agree to this transfer.

6.7 Directors can remove Officers

- a) A majority of the Board members present can remove the title and duties of any officer by resolution at any time, and for any reason. Notice of this decision must be given to all Directors.
- b) The Officer is entitled to the opportunity to be heard at the meeting.

6.8 Resignation of Officers

An Officer can resign by giving written notice to the Board of Directors. 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. If, for any reason, any office becomes vacant, The Directors will, by resolution, elect or appoint a person to fill such vacancy.

7. STAFF

7.1 Employment of Staff

- a) The Board:
 - hires employees to fill all staff positions
 - will provide a contract and job description for each staff position where appropriate. The job description states the responsibilities and authority of the position.
 - and members must pass a special resolution if they want to employ an outside agency to provide management services.
- b) Any person holding a staff position cannot hold a seat on the Board.

7.2 Supervision of Staff

- a) The Board is the final authority for the Federation in relation to employees. It sets the terms of employment.
- b) The employees work under the instructions of the Board. The personnel policy or job description may state that some employees will work under the instruction of a senior employee.
- c) Employees must provide any information about their duties that the Board asks for.
- d) The Board will appoint a Director to be a staff liaison who will maintain contact with employees to address concerns related to staffing issues.

7.3 Management Reviews

The Board must regularly review the management and administrative structure of the Federation. It can make any changes to increase the ability of the Federation to reach the objectives contained in the Articles of Incorporation.

8. LIABILITY, LEGAL COSTS, INSURANCE

8.1 Liability of Directors and Officers

The rules for the liability of Directors and Officers are in Section 110 of the 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 Act or any other law.
- b) If Directors or Officers perform their duties in the best interests of the Federation, and obey the Act and any other law, they will not be legally responsible for matters that are out of their control

8.2 Insurance Covering Compensation

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

The Federation will purchase insurance to cover the cost of the compensation, except for costs that result from disobeying section 108 of the Act.

9. COMMITTEES

9.1 Creating Committees

From time to time in the performance of its duties, the Federation may cause committees to be formed. These committees will be authorized by and accountable to the Board of the Federation.

9.2 Role of Committees

- a) Each committee reports to the Board regularly.
- b) A committee must have authority from a by-law or from a motion passed by the Board to:
 - spend any money
 - authorize any expense
 - enter into any contracts
 - commit the Federation to any action

10. CONFLICT OF INTEREST

10.1 Carrying out Duties

All Officers, Directors, committee members and employees must carry out their duties honestly, in good faith and in the best interests of the Federation rather than their own interests.

10.2 Payment of Directors and Officers

- a) Directors and Officers serve without payment of any kind. However, they have the right to be paid for travel or other expenses while doing business for the Federation as long as the expenses are reasonable. The Board must authorize these expenses. These expenses must meet the guidelines and limits set by the Board. Directors and Officers cannot receive compensation for lost income while doing business for the Federation.
- b) Directors and Officers cannot enter into any contracts with the Federation. This does not apply to contracts for instructors or meeting facilitators.
- c) Directors and Officers hired by the Federation to a paid position must resign from office. A paid position includes:
 - full or part-time permanent employee
 - full or part-time temporary (contract) employee
 - consultant hired at an hourly rate

10.3 Types of Conflict of Interest

- a) A conflict of interest is when someone benefits personally in any way from a decision of the Federation. This Article covers conflicts of interest of Officers, Directors, committee members and employees. It also covers all persons in their households and relatives.

10. CONFLICT OF INTEREST

10.3 (continued)

- b) A conflict of interest can happen when someone:
- makes or takes part in a decision affecting the Federation's affairs and
 - has a financial or other interest in, or gets a benefit from, the result of that decision.
- c) Examples of conflict of interest are:
- the Federation signs a contract with a Director, Officer, committee member or employee, or a company in which they, their household members or relatives, have a financial interest or any stock.
 - a Director, Officer, committee member or employee or their household member, friend or relative is involved personally in a complaint to the Board.

There are other types of conflict of interest. The Federation should deal with them by using the principles contained in this article.

10.4 Deciding if there is a Conflict of Interest

The facts of each case are different, and careful judgment is needed to decide whether or not there is a conflict of interest. Members should follow the procedures below.

10. CONFLICT OF INTEREST

10.5 Procedures when there is a Conflict of Interest

- a) When a Director has or may have a conflict of interest they must follow this procedure.
 - the Director should declare the conflict of interest at the Board meeting considering the matter.
 - if a Director does not declare a conflict of interest, but another Director is aware of one, the other Director can bring it up at a meeting.
 - the Board then decides whether there is a conflict of interest
 - if there is a conflict of interest, the Director cannot vote on the matter and must not be present during any of the meetings discussing the matter unless otherwise decided by the remaining Directors.
- b) When a committee member has or may have a conflict of interest, the committee must follow the same procedure as the Board. If there is a dispute, the matter can be appealed to the Board. The Board decision is final.
- c) An employee who has or may have a conflict of interest must report it to the employee's supervisor and follow the supervisor's direction.
- d) If any member or officer acting for the Federation has or may have a conflict of interest, that person must report it to the Board. The Board must decide on the matter.

10.6 Personal Relationships

Sometimes decisions have to be made which affect the friends or relatives of Officers, Directors and committee members. If the relationship is close enough, there may be a conflict of Interest.

10.7 Members' Conflict of Interest

At members' meetings, all members can take part in discussions 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. They should try to act in the best interests of the Federation as a whole.

11. Information and Confidentiality

11.1 Access to Member's Files and Accounts

- a) Every member and potential member will have a file. Contents of the member file will include:
 - correspondence
 - general information
 - documents related to services provide to the member.
- b) Financial transactions between the member and Federation are kept in a separate file.
- c) Members have the right to see their own files and financial accounts during Federation office hours. Members may have to make an appointment. If any member believes that there is an error in their files or accounts, Federation staff should try to correct the problem. If staff does not think there is a mistake, they should explain the record to the member. If the member is still not satisfied, the member can take the matter to the Board by sending a letter or attending a Board meeting.

“Members” is defined as authorized Board members of co-op members or executives of other member groups.

11.2 Confidentiality of Board Business

- a) Occasionally Directors discuss confidential matters. All Directors must keep these matters secret, even after they are no longer Directors. Confidential Matters are:
 - personal and financial information about members and their employees.
 - personal information about Federation employees .
 - information about Federation business which should be kept secret to protect the Federation.
- b) Officers, employees or members sometimes learn confidential information. They must keep that information secret and not pass it on to anyone else.

11. Information and Confidentiality

11.2 (continued)

- c) When the Board discusses confidential matters, the minutes of these discussions must be kept in a separate minute book. Only Board members can see the confidential minutes.
- d) Directors must decide which items are confidential. They should remember that members have the right to be fully informed about the Federation's business. They must have a good reason for keeping something confidential.
- e) A member can appeal to the membership a Board decision that is based upon their personal or confidential information. When this happens all relevant information can be given to the membership including that confidential or personal information.
- f) Directors will sign a confidentiality agreement.

12. Financial

12.1 Fiscal Year

The Fiscal year shall end on December 31st of each year.

12.2 Auditor

- a) The members of the Federation appoint an auditor at each annual members' meeting. The auditor can be either a Chartered Accountant or a Chartered Accountant Firm. The auditor stays in office until the members appoint the next auditor.
- b) Sections 124 and 125 of the Act state how to remove an auditor and appoint a new auditor.
- c) The auditor must have access to the books, accounts and vouchers of the Federation at all reasonable times.
- d) The Directors, employees and officers of the Federation must provide any information and explanations which the auditor needs.
- e) Section 126 of the Act states who cannot be appointed as auditor.

12.3 Auditor's Report

The rules for the duties of the auditor are in section 127 of the Act. The auditor must:

- prepare the report and financial statement of the Federation. This report and financial statement must be presented at the next annual members' meeting.
- must attend any members' meeting if a member asks and gives notice to the Federation five or more days before the meeting.
- answer any questions about the report.

The auditor's report must be presented to the members at the Annual General Members' Meeting.

12. Financial

12.4 Signing Officers

- a) The President, Vice-president, Corporate Secretary and Treasurer will be signing officers. The Board may decide to appoint an additional director or employee as a signing officer to facilitate the cheque signing process.
- b) All cheques or other negotiable documents must be signed by two signing officers. Officers must not sign blank cheques. Before signing a cheque or other negotiable document the officers must make sure that the expense has been properly approved.
- c) All other documents must be signed by two signing officers. This includes any written commitment of the Federation such as an employment contract. This does not include regular correspondence.

The Board can make a specific decision to appoint any officer, Director or employee to sign documents, or any class of documents for the Federation.

- d) Signing officers must have Board approval before making obligations for the Federation.
- e) Anyone who has the authority to sign documents can also affix the corporate seal.

12.5 Investment of Federation Funds

- a) The Board can invest Federation funds in government bonds, treasury bills or other securities backed by the government of Canada or Ontario. The Board can deposit funds with a:
 - credit union
 - chartered bank
 - trust company
 - Province of Ontario Savings Office

12. Financial

12.5 (continued)

- b) The Board must not invest Federation funds in any investment or security other than those above without the approval of the members.
- c) To help promote co-operative principles, the Board will endeavor to deal with a Credit Union.

13. Notices

13.1 Calculating Time for Notices

When calculating the time for a notice, the date on which the notice is given is not counted, but the date of the meeting or event is counted. Sundays and holidays are included when giving notice.

13.2 Defects in Notice

At times there will likely be:

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

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

Certified to be a true copy of the Organizational By-law of the Central Ontario Co-operative Housing Federation Inc. passed by a majority of the Board of Directors at a meeting held on:

the fourth day of March, 2003.

and Confirmed by a two-thirds majority at a meeting of members held on:

the twenty seventh day of March 2003

President: _____

Secretary: _____

Central Ontario Co-operative Housing Federation Inc.

ORGANIZATIONAL BY-LAW

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