

Beaver Creek Housing Co-op (Waterloo) Inc.

Bylaw No. 7: Organizational Bylaw

This Bylaw contains the rules under which Beaver Creek Housing Co-operative (Waterloo) Inc. (herein after called the “Co-op”) is organized. The Ontario Co-operative Corporations Act (the “Act”) regulates the Co-op. Certain parts of the Act contain rules which are not included in this Bylaw. Members should refer to the Act when questions come up.

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Article 1: About This Bylaw

1.1: Priority of this Bylaw

1. Repeals

This bylaw repeals Bylaw #1. Any future Bylaw can only amend this Bylaw if the amending resolution states that it is doing so.

2. Conflict with other bylaws

If there is a conflict between documents, the documents will govern in the following order

- First, the Ontario Co-operative Corporations Act (“the Act”)
- Second, the Articles of Incorporation
- Third, Bylaw #11, A Special Irrevocable Bylaw
- Fourth, Bylaw # 8, the Occupancy Bylaw
- Fifth, the rest of this By-Law
- Sixth, other Bylaws
- Seventh, occupancy-related policies
- Eighth, organizational policies; and
- Ninth, procedures.

Article 2: General

2.1: Aims and Objectives

The Co-op provides housing to its members on a Co-operative basis and to further the co-operative principles and the betterment of society. This is done without the purpose of gain for its members.

2.2: Head Office

The head office of the Co-op shall be located in the Regional Municipality of Waterloo in the Province of Ontario.

Article 3: Membership

3.1: Membership

To become members of the Co-op, applicants must be approved by the Board and move in to the Co-op. (reinstated, Oct/08 AGM)

3.2: Applications for Membership

1. Persons must apply for membership in writing on the form that the Co-op provides.
2. All members of the household who are 16 years or older, who are not dependants, and who intend to live in the Co-op, must apply for membership.
3. New members must:
 - (a) sign the occupancy agreement; and
 - (b) satisfy all the financial requirements of the Co-op.

3.3: Qualifications for membership

1. To become members of the Co-op, applicants must be 16 years or older.
2. Applicants must meet the criteria set out for membership in the Co-op's membership policy as set out in Schedule A of Bylaw #8, the Occupancy Bylaw
3. Employees of the Co-operative shall not be admitted for membership.

3.4: Applications for membership from in-situ residents

1. When someone occupying a unit as part of member's household reaches the age of 16, that person can apply for membership in the Co-op.
2. If accepted, the person must:
 - a) sign an occupancy agreement.
 - b) satisfy all the financial requirements of the Co-op. (approved Oct/07 AGM)
3. If the resident is not accepted for membership, or if the resident does not apply, she/he can continue to live in the unit, and the members occupying the unit will continue to be responsible to the Co-op for the resident's behaviour.

3.5: Refusal of applications

The Board is not required to give reasons for the refusal of an application for membership in the Co-op.

3.6: Transfers of membership

Members cannot transfer their membership to any other person. Membership ends when a member dies or moves out.

Article 4: Meetings of Members

4.1: Annual Meetings

Annual meetings must be held no later than:

- (a) 15 months after the last annual meeting; or
- (b) 6 months from the end of the Co-op's fiscal year.

4.2: Regular General Meetings

The Board must call regular General Meetings at least twice a year. As nearly as is convenient, the meetings of members shall be spaced at equal intervals throughout the year.

4.3: Special General Meetings

Special General Meetings can be called by the President, Vice-President or the Board at any time. Special General Meetings can also be called as stated in Article 5.2 - "Requisition for a General Meeting" - of this Bylaw.

4.4: Place of meetings

General Meetings must be held in the Regional Municipality of Waterloo unless 2/3 of the members authorize holding a General Meeting at any other place within the province of Ontario.

4.5: Notice of Meetings

1. Notice of any General Meeting must be given to the members not less than 10 days nor more than fifty days before the date of the meeting. To calculate the right date for giving notice, the day the notice is given shall not be counted, and the day of the meeting shall be counted.
2. The notice must include the time and place of the meeting. The notice must include a statement of the business that will be considered at the meeting.
3. Article 15 - "Notice" - of this Bylaw states the rules for giving notice.

Article 4: Meetings of Members

4.6: Agenda for General Meetings

1. The agenda for each Annual General Meeting must include:
 - (a) Election of directors
 - (b) Presentation of the financial statements *[Sept 2022]*
 - (c) Presentation of the auditor's report on the financial statements *[Sept 2022]*
 - (d) The appointment of the auditor
 - (e) The receiving of annual reports from the Board, Committees and staff; and
 - (f) Any other matter relevant to the business of the Co-op
2. The agenda for regular General Meetings must include:
 - (a) for the Budget General meeting, receiving of reports from the Board, Committees and staff; and *[June 24 2018]*
 - (b) any other matter relevant to the business of the Co-op
3. The Board sets the agenda for all General Meetings.
4. Any member can have an item put on the advance agenda. Members must give the Secretary written notice of the item at least 7 days before the deadline for sending out the notice of the meeting.
5. If the member does not give notice to the Secretary in time, they can, at their own expense, give written notice directly to all members at least 5 days before the date of the meeting.
6. Members cannot vote on resolutions or Bylaws unless the item was included in the notices for the meeting, or if, at the beginning of the meeting, all members present consent to include the item on the agenda.
7. A copy of a proposed Bylaw or budget does not have to be given with the notice of the meeting. However, a copy must be given to each member at least 5 days before the meeting.

4.7: Attendance at General Meetings

All members must attend all General Meetings unless they cannot attend due to work, illness, other causes beyond their control, or unless excused by the Board. Failure to attend 2 consecutive meetings may result in eviction.

Article 4: Meetings of Members

4.8: Quorum at General Meetings

1. Quorum at General Meetings is the minimum number of members who must be present for the Co-op to hold a meeting and make decisions or transact any business.
2. Quorum is 15 members or 25% of the members entitled to vote, whichever is less.
3. A General Meeting must be called off if a quorum has not arrived 45 minutes after the meeting is scheduled to start. The members who are present can vote to continue the meeting on a date not less than 5 and not more than 15 days later. There must be at least 2 days notice of the continued meeting.
4. The decisions of the continued meeting will be binding no matter how many members attend.
5. If members have requisitioned a meeting and there is no quorum present 45 minutes after the meeting is scheduled to start, the meeting must be called off. Those present do not have the right to continue the meeting as in 4.8.3. The Board does not have to call another meeting in response to the requisition.

4.9: Chairperson at General Meetings

1. The President, or in his/her absence, the Vice President, will chair all General Meetings. Members can choose a different Chairperson at the meeting.
2. If the Chairperson wishes to make a motion or participate in the discussion, the Chairperson leaves the Chair until the agenda item has been completed. While the Chairperson is absent from the Chair, the Vice-President or some other person approved by the members shall act as Chairperson.
3. The Chairperson shall not vote, unless the vote is by ballot, or unless the Chairperson's vote would break a tie. The Chairperson shall not have a second or casting vote.

4.10: Voting

1. Every member of the Co-op has the right to vote at any General Meeting. Anyone can vote who is a member at the time that the vote is held.
2. Only members who are present at the meeting can vote. Members cannot appoint someone else to vote for them.
3. A majority vote is needed to make any decision, unless a Bylaw or the Act states differently.
4. A 2/3 majority is needed to pass or amend Bylaws.
5. An abstention is not counted as a vote. A tie vote defeats the motion.

Article 5: Member Control

5.1: Powers of the Members

1. The Board runs the business of the Co-op. The members do not do this directly. However, the powers of the members include:
 - (a) electing the Board of Directors under Article 6.4 of this Bylaw
 - (b) removing directors under Article 6.13 (Removal of Directors) of this Bylaw
 - (c) approving the budget and housing charges under Article 4 (Setting Housing Charges) of Bylaw 8
 - (d) requisitioning directors to act under Article 5.2 (Requisition for a General Meeting) of this Bylaw; and
 - (e) appointing the auditor each year under Article 12.4 (Auditor) of this Bylaw
2. The Act allows members to make decisions at General Meetings if:
 - (a) the Bylaws or the Act say that the General Meeting must decide something
 - (b) the Bylaws or the Act give members the right to overrule a Board decision;
or
 - (c) members follow the procedures in the Act and in Article 4 of this Bylaw

5.2: Requisition for a General Meeting

1. Five percent of the members can requisition the directors to call a meeting for any purpose that is:
 - (a) connected with the business of the Co-op; and
 - (b) is in agreement with the Act
2. They must sign and deliver the notice to the Co-op's office. The notice must state the purpose for calling the meeting.
3. The Board can include the business of the requisitioned meeting as part of any General Meeting that is scheduled within 30 days of receiving the requisition.
4. The Board must call and hold a meeting to discuss the business of the requisition within thirty days of the date of the deposit of the requisition. If the Board does not call and hold such a meeting, any of the requisitioners may call the meeting, which shall be held within 60 days from the date of the deposit of the requisition.
5. A meeting called under this section shall follow as nearly as possible the rules governing the calling of meetings in this article.
6. The Co-op will reimburse the requisitioners for any reasonable expenses incurred by them in the calling of the meeting. The members at the meeting can reject the reimbursement by majority vote. If quorum is not present at the meeting, the requisitioners will not be reimbursed.

Article 5: Member Control

5.3: Requisition for passing a Bylaw or Directors' Resolution

1. Ten percent of the members can requisition the directors to pass any Bylaw or resolution. They must sign and deliver a notice to the Co-op's office. The notice must state the wording of the bylaw or resolution.
2. The Board does not have to comply with the notice. If it wishes to comply, it must pass the Bylaw or make the decision within 21 days. If confirmation is required, the Board must also call a General Meeting to confirm it within the 21 day time 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 time limit.
3. If the Board does not comply with the notice, any of the members who requisitioned the passing of the resolution or Bylaw can call a General Meeting for that purpose. This General Meeting has the full power to pass the Bylaw or make the decision. This is the only way that members can adopt a Bylaw that the Board has not passed.
4. The rules for these requisitions are found in the Act.

5.4: Requisition to Put a Resolution on the Agenda of a General Meeting

1. Five percent of the members can requisition the directors to put a resolution on the advance agenda for the next General Meeting. They must sign and deliver the notice to the Co-op's 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.
2. This procedure does not allow the members to
 - (a) pass a Bylaw unless the Board has already passed it; or
 - (b) make a decision unless the members already had the right to make it without a requisition
3. This procedure does allow members to remove a director as stated in Article 6.13 of this Bylaw.
4. The rules for these requisitions are found in the Act.

Article 6: Board of Directors

6.1: Powers and Duties of the Board

1. The Board manages and directs the business of the Co-op. It can use all the powers of the Co-op, unless the Act or the Bylaws say that a General Meeting is needed to decide on a specific matter.
2. The Board must follow the Act, the Articles of Incorporation, the Co-op's Bylaws, and any resolutions passed at General Meetings.
3. The Board must carry out the list of responsibilities attached to this Bylaw as Schedule B.

6.2: Number of Directors and Quorum

1. The Board is made up of 8 directors.
2. Quorum at Board meetings means the minimum number of directors who must be present to hold a Board meeting and make decisions or transact any business. Five directors make up quorum.

6.3: Who can Act as a Director

1. To be a director, a person must be 18 years or older and a member of the Co-op. This is required by the Act.
2. Anyone who is in undischarged bankruptcy, is currently in arrears *[October 2004]* or is mentally incompetent cannot be a director.
3. A majority of directors must be resident Canadians.
4. Directors must be elected at a members' meeting. Members cannot be directors if they were present at the meeting and refused to accept office. If absent, a person must agree in writing to be a director. They must do this within 10 days of the meeting. If not, there is a vacancy on the Board and Article 6.12 of this Bylaw applies.
5. Two people from the same household cannot serve as directors at the same time. *[March 2019]*

Article 6: Board of Directors

6.4: Election of Directors

1. Members elect the directors. Normally, elections take place at the annual meeting but they can be scheduled for another meeting. If vacancies occur, the Board appoints someone as stated in Article 6.12 (Vacancy) of this Bylaw.
2. Directors are elected for 2 year terms. The terms of 4 directors expire each year.
3. When there is an election to fill a Board vacancy, directors will be elected for the balance of the original term.
4. Directors can serve a maximum of 3 consecutive terms of any length. To help ensure a dynamic Board with a variety of members participating, no member should serve as a Director for more than 6 years in any 7 year period. *[March 2019]*
5. The election of directors is by secret ballot. Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted. Members cannot vote more than once for a candidate.
6. 2 sets of nominations will be held at the Annual General Meeting. The first election will be for 4 directors for 2 year terms. The second election will be to fill any vacancies for the balance of the original terms.
7. When there is an election to fill vacancies, the member with the most votes will fill the longest vacant term. The member with the second most votes will fill the next longest term, and so on, until all the vacancies are filled.
8. Members can vote only during a proper meeting. There must be quorum present from the time the ballot boxes open until the final vote cast. There does not have to be quorum present while the votes are being counted and 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.
9. If there is a tie, a run-off election will be held between the candidates who are tied.
10. A member who resigns as a director may not be on the Board until the second annual election after resigning. Until then, the member cannot be elected to the Board or appointed to fill a Board vacancy. The member cannot run at the first annual election after resigning. *[September 2022]*

Article 6: Board of Directors

6.5: Procedure for Elections

1. The Board will appoint an Elections Officer and an assistant before the General Meeting.
2. The duties of the election officer are to: *[March 2019]*
 - (a) ensure that the election is held according to the Co-op's Bylaws
 - (b) supply initialled ballots with spaces equal to the number of directors to be elected
 - (c) take nominations from the floor
 - (d) present to the members the nominations made via the nomination form prior to meeting
 - (e) if there are not enough candidates to fill open vacancies, an additional 5 minutes will be allowed for an appeal to the members and for new nominations to be made. It must be explained to members that if all terms are not filled the Board will appoint directors to fill the vacancies
 - (f) count the votes with the assistant;
 - (g) and announce the results
3. There will be an immediate recount if 3 or more members request it.
4. After the election, the Election Officer must return the ballots to the ballot box. The ballots must be kept in the Co-op Office for 2 weeks before they are destroyed.
5. During that 2 week period, 5 percent of the members can, in accordance with section 5.2 of this bylaw, requisition a special General Members' Meeting to recount the votes. If this happens, the ballots must be kept until the requisitioned meeting.

6.6: Conduct of Individual Directors

1. Each director must
 - (a) act honestly, in good faith, and in the best interests of the Co-op at all times
 - (b) attend all Board and General Meetings, unless excused by the Board
 - (c) prepare for all meetings by reading the relevant reports
 - (d) have regard for the welfare of the Co-op and its members at all times
 - (e) promote the Co-operative principles; and
 - (f) keep confidential any private information about the affairs of the Co-op, its members and staff.
 - (g) Once on the Board, a director can not remain a director if they are in arrears. An exemption will be made if a housing charge is late but is paid by the end of the month for which it is due. *[approved AGM Oct24/04]*

Article 6: Board of Directors

6.7: Indemnification of Directors

1. The Co-op will indemnify all directors and officers, and their heirs and legal personal representatives to the maximum extent permitted under the Act. This includes paying for any judgement or costs against directors and officers less any costs that result from failing to comply with their duties to the Co-op.
2. The Co-op must purchase insurance to cover this liability.

6.8: Board meetings

1. Board meetings will be held at the head office of the Co-op or within the Regional Municipality of Waterloo.
2. The Board must hold regular monthly meetings on a date decided at the previous meeting, or at a regular time set by the Board. The President or Vice-President may call additional meetings.
3. Each director must be given at least 3 days written notice of a meeting. This notice must state the general nature of the meeting's business.
4. Any director can agree in writing to accept notices by e-mail. E-mail can be used to give those directors notices of board meetings, agendas of board meetings and reports and other documents related to board functions. Highly sensitive materials must not be sent by e-mail, but must be distributed at the meeting and all copies must be collected afterwards. *[March/2017]*
5. Directors can give up their right to notice.
6. The Board can hold special or emergency meetings with less notice. The Board must consent to the shorter notice period at the meeting.
7. If none of the directors present at a meeting objects, any or all directors can participate in a Board meeting by telephone or other communication equipment. All directors must be able to hear each other.
8. A majority vote is needed to make a decision.
9. This Bylaw's procedures for General Meetings and the Rules of Order also apply to Board meetings except when this Bylaw states differently. Procedures at Board meetings will be the same as General Meetings with all appropriate changes.
10. The chair of Board meetings can be either the President, the Vice-President or another person chosen by the Board.
11. If it is not possible to call a meeting, Board Polls may be conducted for time-sensitive issues, following Board Poll Procedures (see “June 2019 Board Poll Procedures”.)
[Oct/2019]

Article 6: Board of Directors

6.9: Board minutes

1. The approved minutes of every Board meeting must be posted in the Community Centre. [*March 2013*]
2. A copy of the Board minutes must be available to members in the Co-op office during regular office hours.
3. Article 11 - Information and Confidentiality - deals with confidential minutes.
4. Approved Board minutes must be signed by 2 directors.

6.10: Members, non-members and employees at Board meetings

1. Members and employees of the Co-op can attend Board meetings except when the Board makes a decision stating that some or all of the business of the meeting is confidential. Persons who are not directors can speak with the Board's permission, but they cannot make motions or vote.
2. If an employee or other member is present while confidential items are being discussed, they will have an obligation to keep the matters confidential.

6.11: Resignation of a Director

1. A director can resign by giving written notice, delivered to an Officer who is a director, or to the Co-op office.
2. 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.

6.12: Vacancy

1. If there is still quorum on the Board, the directors can appoint a qualified person for the rest of the term of the former director.
2. The appointment takes effect immediately. The appointment will be reported to the members at the next General Meeting.
3. If no quorum remains in office, the remaining directors must call a General Meeting to fill the vacancies. At that meeting, the members elect directors to serve the rest of the terms of the former directors.

Article 6: Board of Directors

6.13: Removal of Director

1. Only the members can remove a director before the end of the director's term. They can do this at a General Members' Meeting. Notice that a motion will be made to remove a director must be given at least ten days before the meeting. This motion must be passed by majority vote. The members can elect a qualified person to serve the rest of the term of the former director.
2. The Board can recommend that the members remove a director if the director
 - (a) is absent from two consecutive Board meetings without permission or proper excuse
 - (b) has broken the confidentiality rules of Article 11 of this Bylaw
 - (c) has not carried out the responsibilities of a director
 - (d) has not carried out the responsibilities of a member
 - (e) has broken the Co-op's Bylaws; or
 - (f) is in arrears. An exemption will be made if a housing charge is late but is paid by the end of the month for which it is due. *[approved AGM Oct24/04]*
3. The Board must give written notice to the director of the Board meeting held to discuss the recommendation. The notice must state:
 - (a) the time and place of the meeting; and
 - (b) the reasons for the recommendation
4. Notice must be given to the director at least three days before the meeting.
5. The director can appear and speak at that Board meeting. The Board decides and votes on the recommendation without the director present.
6. If the Board recommends removal of a director, it must present a resolution to the next General Meeting. The members then make the decision.

Article 7: Officers

7.1: Election of Officers

1. The Board elects the following officers annually, or more often as needed:
 - (a) President
 - (b) Vice-President
 - (c) Secretary, and
 - (d) Treasurer
2. All officers must be members of the Co-op. All except the Treasurer must be directors. The Board can elect any other officers and give them any authority and duties.
3. Two people from the same household cannot serve as officers at the same time. *[March 2019]*

7.2: General Duties of Officers

Officers will perform their duties as directed by the Board or the membership and as set out in the Bylaws.

7.3: Removal of Officers

1. A majority of the Board can remove any officer by a decision made at a Board meeting.
2. The resolution to remove an officer must be included with the notice of the meeting. The officer is entitled to notice of the meeting and the opportunity to be heard at the meeting.
3. The directors can immediately choose another qualified person to fill the vacancy, even if the decision will be appealed to the members.

7.4: Resignation of Officers

1. Any officer can resign by giving written notice to any director. The resignation takes effect when the notice is received.
2. An officer can resign from their position without resigning as a director.
3. The office of the president, vice-president or secretary becomes vacant as soon as the office-holder resigns as a director.

7.5: President

The President

- (a) chairs General Meetings
- (b) gives leadership to the Co-op
- (c) co-ordinates the work of the Board, Committees, members and staff; and

Article 7: Officers

(d) follows the decisions approved by the Board and General Meetings

7.6: Vice-President

The Vice President will work together with the President to carry out the above duties. They decide how they will share them. The Vice-President will chair General Meetings in the absence of the President, unless the members appoint someone else.

7.7: Secretary

1. The Secretary is responsible for keeping the Co-op books and records up to date. This does not include those records for which the Treasurer is responsible.
2. The Secretary must ensure that:
 - (a) all required notices of Board and members' meetings are given
 - (b) the minute book is kept up to date; and
 - (c) complete minutes of all Board and General Meetings are kept and distributed before the next meeting
3. The Secretary must ensure that the minute book includes:
 - (a) a copy of the Co-op's Articles of Incorporation
 - (b) all Bylaws, procedures and resolutions of the Co-op
 - (c) a member register containing all of the names and addresses of members who have lived in the Co-op within the last 10 years,
 - (d) a Board register containing the names and addresses of all Board members, past and present, including the dates they were elected and ceased to be directors; and
 - (e) minutes of Board and General Meetings
4. Some of these duties may be part of the Co-ordinator's job description.

7.8: Treasurer

1. The Treasurer oversees and supervises the financial affairs of the Co-op. She/he shall ensure that the books and accounts of the Co-op are available to any member at all reasonable times upon application at the office of the Co-op during business hours.
2. The Treasurer is responsible for:
 - a) monitoring Co-op expenses and income
 - b) ensuring that the Board of Directors receives monthly financial reports, and that committees receive those reports as required
 - c) reviewing the financial reports on a monthly basis with the Board
 - d) approving expenses as stated in the bylaws
 - e) monitoring Co-op investments
 - f) ensuring that Co-op financial policies and procedures are followed; and

Article 7: Officers

g) chairing Finance Committee meetings.

7.9: Conduct of Treasurer

1. The Treasurer cannot be in arrears. An exception will be made if a housing charge is late, but is paid by the end of the month for which it is due.
2. The Treasurer will keep confidential any private information about the affairs of the Co-op, its current and past members and staff as it relates to the financial affairs of the Co-op. *(approved AGM Oct. 14/07)*

Article 8: Committees

8.1: Creating committees

1. There are two ways to create a committee.
 - (a) The Board can create the committee. It can decide on the duties of the committee and appoint the committee's members.
 - (b) The members can create a committee at a General Meeting. The members at the General Meeting can decide on the duties of the committee and appoint the committee members. These duties are limited by 8.2 (Role of Committees) of this Bylaw. If the members' meeting does not decide on the duties, the Board can do so.
2. If there is a conflict between a committee created by the Board and a committee created by the members regarding duties or responsibilities, the committee created by the Board will have precedence.

8.2: Role of committees

1. Each committee shall report to the Board regularly.
2. Each committee shall report to the membership as stated in Article 4.6 - Agenda for General Meetings - of this Bylaw.
3. A committee must have the authority from a Bylaw or from a motion passed by the Board to:
 - (a) spend any money
 - (b) authorize any expense
 - (c) enter into any contract; or
 - (d) commit the Co-op to any action.
4. Each committee must select a chairperson from its members.
5. Quorum is half of the committee's membership. For the purpose of calculating quorum, committee members who are on a leave of absence will not be counted. [October 2013]
6. Committees will keep minutes of all meetings and post them in the community centre. Copies of the minutes must also be kept in the Co-op office. Confidential minutes will not be posted. [March 2013]

8.3: The Role of the Board

1. Shortly after the annual meeting, the Board will ask Committees for a list of current members, and will approve them as members of that committee.
2. The Board will ratify new committee members as needed, and remove members as directed by the Committees.
3. The Board will monitor the activities of, and communicate with, the committees using procedures developed from time to time by the Board. [March 2013]

Article 9: Employees

9.1: Employment of Staff

1. The Board hires, supervises and directs employees to fill all staff positions.
2. The Board must provide a job description for each staff position where appropriate. The job description states the responsibilities and authority of the position.
3. The Board and the members must pass a Bylaw or a special resolution if they want to employ an outside agency to provide management services.
4. A permanent full-time employee cannot live in the Co-op.

9.2: Co-ordinator

1. The Board may hire a Co-ordinator to manage the day-to-day business of the Co-op. The Board must provide a job description outlining the Co-ordinator's duties.
2. The co-ordinator will be responsible for the day-to-day supervision of staff. The co-ordinator will recommend:
 - (a) the appointment and removal of staff; and
 - (b) the rate of pay
3. The co-ordinator will act on instructions received by resolutions of the Board or members.
4. The Co-ordinator will report to the Board and to the membership regarding the business of the Co-op.
5. The co-ordinator cannot be an officer or member of the Co-op.
6. The President, or a member appointed by the Board shall act as a liaison with employees between Board meetings.

9.3: Supervision of Staff

1. The Board has the final authority for the Co-op in relation to employees. It sets the terms of employment, including job descriptions, salary and number of hours worked.
2. Employees must provide any information about their position that the Board asks for.

Article 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 Co-op.

10.2: Payment of Directors and Officers

1. Directors and officers serve without payment of any kind. However, they have the right to be reimbursed for travelling or other expenses while doing business for the Co-op as long as the expenses are reasonable. The Board must authorize these expenses. The expenses must meet guidelines or limits set by the Board. Directors and officers cannot receive compensation for lost income while doing business for the Co-op.
2. Directors and officers 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.

10.3: Types of Conflict of Interest

1. A conflict of interest is when someone benefits personally in any way from a decision of the Co-op. This article covers conflicts of interest of officers, directors, committee members and employees. It also covers all persons in households and relatives.
2. A conflict of interest can happen when someone living in the Co-op or an employee
 - (a) Makes or takes part in a decision affecting the Co-op's affairs and
 - (b) Has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of the Co-op members do not have, or which only a few members have.
3. Examples of conflict of interest are
 - (a) The Co-op signs a contract with someone living in the Co-op, an employee, or a company in which they, their household members or relatives have a financial interest or any stock
 - (b) Someone living in the Co-op or an employee is involved personally in a disciplinary procedure where they made the complaint or where a household member, friend or relative is being disciplined.
4. Sometimes decisions have to be made which affect the friends or relatives of officers, directors or committee members. If the relationship is close enough, there may be a conflict of interest. For example, there might be a decision of the Board to evict a friend of a director. If there is a close relationship, it might influence the director's decision and the director should declare a conflict of interest.
5. There are other types of conflict of interest. The Co-op should deal with them by using the principles contained in this Article.

Article 10: Conflict of Interest

10.4: Procedures when there is a Conflict of Interest

1. When a director has or may have a conflict of interest:
 - (a) the director must immediately declare the conflict of interest, either in writing or at the Board meeting considering the matter. *[March 2012]*
 - (b) if a director does not declare a conflict of interest, but another director is aware of one, the other director must bring it up at a meeting;
 - (c) the Board then decides whether there is a conflict of interest;
 - (d) the declaration and the decision of the Board must be recorded in the minutes; *[March 2012]*
 - (e) if there is a conflict of interest, the director cannot vote on the matter and must not be present during any part of the meetings discussing the matter.
2. If 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.
3. When an employee has or may have a conflict of interest:
 - (a) an employee who has or may have a conflict of interest must report it to the employee's supervisor and follow the supervisor's directions.
 - (b) the co-ordinator must report a conflict of interest to the staff liaison officer, if there is one, or to the President who will report it to the Board. The co-ordinator must follow the Board's directions.
4. If any member or officer acting for the Co-op has or may have a conflict of interest, that person must report it to the Board. The Board must decide on the matter. *[March 2012 ABM]*

10.5: Members' Conflict of Interest

At General Meetings, all members can take part in discussions and vote as they wish, even if they have declared 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 Co-op as a whole.

Article 11: Information and Confidentiality

11.1: Access to Member's Files and Accounts

1. Members have the right to see their own personal files and financial accounts during Co-op office hours. Members may have to make an appointment.
2. If any member believes that there is an error in their personal file or accounts, Co-op staff should try to correct the problem. If staff do 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 to Board or presenting the matter to a Board member.
3. Members can put written statements in their own files.

11.2: Confidentiality of Board and Committee Business

1. Sometimes directors or Committees discuss confidential matters. All directors and committee members must keep these matters confidential, even after they are no longer directors, members of the committee or members of the Co-op.
2. Confidential matters are:
 - (a) personal and financial information about members and other residents
 - (b) personal information about Co-op employees; or
 - (c) information about Co-op business which should be kept confidential to protect the Co-op
3. Officers, employees or members sometimes learn confidential information. They must keep that information confidential and not pass it on to anyone else.
4. When the Board or a committee discusses confidential matters, the minutes of these discussions must be kept separate from the regular minutes. Only Board members or committee members can see the confidential minutes.
5. 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.
6. Confidential or other personal information may be made available to the Board as stated in the Occupancy Bylaw.

Article 12: Financial

12.1: Fiscal year

The Co-ops' fiscal year starts July 1 and ends June 30 of the following year.

12.2: Budget

The Board must approve a budget each year for presentation to the members for approval.

12.3: Bonding of Officers and Employees

1. The following persons must be bonded:
 - (a) Every officer or employee in charge of or handling money or securities
 - (b) Every signing officer; and
 - (c) Any other officer, employee or person under contract that the Board decides should be bonded.
2. The Board establishes the amount that individuals are bonded for. It must not be less than \$5,000.

12.4: Auditor

1. The members appoint an auditor at each Annual General Meeting. The auditor can be either a chartered accountant or a chartered accountant firm who is familiar with accounting practises of housing Co-ops. The auditor stays in office until the members appoint another auditor.
2. The Act states how to remove an auditor and appoint a different auditor.
3. The auditor must have access to the books, accounts and vouchers of the Co-op at all reasonable times.
4. The directors, employees and officers of the Co-op must provide any information and explanations which the auditor needs.

12.5: Auditor's Report

The audited statements are presented at the Annual General Meeting.

Article 12: Financial

12:6: Signing Officers

1. Two people from the same household cannot serve as signing officers at the same time. *[March 2019]*
2. The president, vice-president, secretary and the treasurer will be signing officers.
3. All cheques or other negotiable documents must be signed by 2 signing officers, one of whom must be either the President or the Treasurer. Officers must never sign a blank cheque. Before signing a cheque or other negotiable document, the officers must make sure that the expense has been properly approved.
4. All other documents must be signed by 2 directors, one of whom must be the President or Vice-president. Before signing a document, those signing it must make sure that the document has been properly approved. They can make minor changes as long as it does not change the substance of the document.
5. The Board can make a specific decision to appoint any director, officer, member or employee to sign documents for the co-op
6. Signing officers must have Board approval before making any commitments or entering into any contracts or obligations for the Co-op.
7. When authorizing a document, the Board can decide its exact form. If it does not, those authorized to sign can approve the final document.

12.7: Investment of Co-op funds

1. The Board can invest Co-op funds in short term securities.
2. Funds cannot be invested in financial instruments that have a maturity date of more than 3 years and a day. Members can pass a resolution at a General Meeting for a longer term.

12.8: Dissolution of the Co-op

If the Co-op is dissolved, the Co-op will:

- (a) pay all of its debts and liabilities and
- (b) transfer any remaining property to one or more Canadian charitable organizations or non-profit housing Co-operatives.

Article 12: Financial

12.9 Major Commitments

(a) When member approval is needed

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

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

(b) When member approval is not needed

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

- borrowing money without security as long as the total unsecured borrowing of the co-op will be less than \$50,000
- renewing or refinancing an existing loan without increasing the principal, including a loan secured by mortgage or in other ways
- entering into any agreements or commitments that can only continue for ten years or less (including renewals)
- renewing or extending non-residential leases or signing new non-residential leases of the same space.

(c) Optional member approval

The board can request approval from the members for any action that is not within the definition of Major Commitment. If the board requests approval, it must follow the decision of the members’ meeting.

(d) Authority to spend

When the members approve borrowing under this article, they are not automatically

Article 12: Financial

giving the board authority to spend the borrowed money. Spending authority has to be requested separately as stated in the Occupancy Bylaw. That can be requested at the same members' meeting or another members' meeting.

[Article 12.9 added September 2022]

12.10 Approval Process

(a) How member approval is given

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

(b) Board approval process

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

(c) Requesting member approval

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

(d) Optional approval process

If the board requests approval under section 12.9(c) (Major Commitments – Optional member approval), only a simple majority vote will be needed at the members' meeting.

(e) Conditional commitments

The board can sign a commitment to something requiring member approval if the commitment is conditional on obtaining member approval.

[Article 12.10 added September 2022]

Article 13: About Bylaws Policies and Procedures

13.1: Bylaws

1. A Bylaw is a decision of the Co-op that states how the Co-op will deal with matters in a particular area. To amend the Bylaws the amendment must:
 - (a) be approved by the Board, with or without amendments; and
 - (b) be confirmed by the members, with or without amendments, at a General Meeting
2. All Bylaw changes require a 2/3 majority vote at a General Meeting before they come into effect.
3. Bylaws do not come into effect until they have been ratified by the membership.

13.2: Occupancy-related Policies

Occupancy related policies deal with the relationship between the Co-op and individual members. Examples include Member Selection , Maintenance, and Spending and Arrears. Occupancy-related policies are attached as schedules to the Occupancy Bylaw. The rules for amending these policies are the same as those for amending Bylaws.

13.3: Organizational Policies

Organizational policies deal with the structure of the Co-op. Examples of organizational policies include Co-op Sector Liaison, Employees, and Community Relations. The rules for amending these policies are the same as those for amending the Bylaws.

13.4: Procedures

Procedures are the way the Co-op carries out its Bylaws and policies. Procedures are developed by Committees, staff and the Board. Procedures must be approved by the Board before they come into effect, but do not need to be approved by the members. The Board will distribute copies of all procedures that are of general interest to the membership.

Article 14: Membership in Federations

14.1: Membership in Federations

The Co-op should become a member of Co-operative federations and associations which support and promote Co-operative housing. The Co-op must budget for membership dues and for reasonable expenses of members appointed to attend federation activities.

Article 15: Notice

15.1: Defects in Notice

A minor error or omission in any notice will not affect any decision made by the Board or members. This includes accidentally failing to give notice to a person entitled to it. It also includes a person's not receiving a notice that has been sent.

15.2: Delivery of Notice

1. Notice must be given to everyone who is a member. A notice or other document can be:
 - (a) handed personally to the member;
 - (b) left with an adult in the member's unit;
 - (c) left in the mail box, or;
 - (d) delivered in any other manner to the member's unit. *[March 2017]*
2. Any member can agree in writing to receive notices by email. *[March 2017]*
3. These rules do not apply to notices given to members when they are being evicted. The rules for eviction are found in Bylaw #8, the Occupancy Bylaw.

Bylaw #7, Schedule A - Rules of Order

Preamble

The rules of order help members to make decisions democratically. Every member has the right to:

- be informed in advance of meetings
- propose motions at meetings
- participate in discussions; and
- vote at meetings

Meeting Structure

The Role of the Chairperson

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

Normally General Meetings are chaired by the President of the Board.

The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.

The Chair performs the following tasks:

- Calls the meeting to order
- Ensures that the minutes are being recorded
- Conducts the meeting
- Maintains order
- Allows motions to be proposed
- Calls for votes on motions as needed
- Makes rulings on questions of procedure
- Adjourns the meeting

A chair who wants to make or discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime.

The chair does not vote unless there is a tie or the vote is by secret ballot. If there is a tie, the chair must cast a vote to break the tie.

Bylaw #7, Schedule A - Rules of Order

Agenda

Approval of the agenda is done right after the meeting is called to order. The agenda is approved by majority vote. Only those items that are listed on the advance agenda can be voted on. Members cannot vote on resolutions or Bylaws unless the item was included in the notices for the meeting. Members can include an item on the agenda only if all members present at the meeting agree. This must be done at the beginning of the meeting. A motion to amend the agenda in the middle of the meeting can be allowed at the discretion of the Chair.

Bylaw #7, Schedule A - Rules of Order

Minutes

Minutes must be kept at each General Meeting. They must be adopted at a subsequent meeting, preferably the next General Meeting.

Minutes must contain:

- A heading indicating that they are the minutes of a general meeting
- The date, time and location of the meeting
- The name of the Chairperson
- The complete wording of all motions, including amendments made at the meeting, with the mover and seconder
- Whether the motion was carried or defeated
- The time the meeting was adjourned

The names of members attending general meetings, giving regrets, or being absent will not be recorded in the general meeting minutes. The general meeting minutes will record the number of members present (to establish quorum). Attendance records - listing those present, those giving regrets, and those absent - will be kept in a confidential meeting minutes file, and can be reviewed by the Board.

The corporate secretary must make all reasonable attempts to ensure that members' names are recorded correctly. Members have the right to check with the secretary or the co-ordinator to make sure that their names have been properly recorded, and corrections will be made if a mistake is found. *[Oct/ 2019]*

Meeting Procedure

Motions

The meeting can deal with an item of business on the agenda in 3 ways:

1. The member who asked that the item be put on the agenda can introduce the item. After some discussion, the sponsor or any other member can ask the membership to approve the proposal by "moving" it.
2. The chair can present an item on the agenda and ask if any member wishes to make a motion.
3. A member can present an item for discussion without making a motion. The chair decides if a motion is needed. If so, the Chair asks for a motion.
4. Another member must support the motion by "seconding" the 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 is helpful if the motion can be written and sent to members before the meeting. If possible, get motions written before the meeting. The secretary reads the motion to the members before the vote is taken.

Bylaw #7, Schedule A - Rules of Order

Speaking

Members discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:

- They can ask questions. The chair or the member who moved the motion answers the questions.
- They can speak for or against the motion.
- They speak to the Chair.
- Each speaker normally speaks for 5 minutes or less. The chair can set a longer or shorter time limit.
- Normally, the chair will allow a member to speak more than once on an item only after others who want to speak have done so.
- All those who want to speak must raise their hands.
- The chair must keep a speakers' list and call members to speak in order.

Bylaw #7, Schedule A - Rules of Order

Amendments

Members can suggest an amendment to a main motion during discussion. An amendment must be moved and seconded like any other motion. An amendment can:

- Take out part of the main motion
- Add to it; or
- Change parts of it.

An amendment cannot:

- Be unrelated to the main motion; or
- Be, in the opinion of the chair, directly against the meaning of the main motion.

All speakers must speak about the amendment once it has been moved and seconded. They continue to do so until the amendment is voted on. The chair will keep a separate speakers' list for the discussion on amendments.

Sometimes a member wants to amend a motion by proposing a whole new motion. This is not a valid amendment. However, the member can briefly outline the substitute motion, and either:

- Ask the mover and seconder to withdraw the motion; or
- Urge the members to defeat the motion by voting against it so that the substitute motion can be proposed.

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.

More than One Amendment

The chair can accept more than one amendment if:

- The amendments have been moved and seconded; and
- They would change the same part of the motion

The chair can limit the number of amendments at any one time.

Bylaw #7, Schedule A - Rules of Order

Order of Voting on Amendments

When the members are ready to vote on the amendments, the Chair will review all of the amendments. The order of voting 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 to the main motion that is passed becomes part of the main motion. When there are no more amendments to be discussed, members vote on the (amended) main motion.

Voting on Amendments

An amendment must have the same majority as the motion it amends. Therefore, an amendment to a proposed Bylaw must have a 2/3 majority.

Comment:

The chair must make sure that members know which amendment is being discussed. Members can easily become confused if there are several amendments being discussed at the same time.

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

- Speak against the motion
- Outline a new motion to be proposed if the current motion is defeated
- Ask the mover to withdraw the motion
- Ask the members to defeat the main motion so that they can move a new motion.

Bylaw #7, Schedule A - Rules of Order

Withdrawing a Motion

The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees. 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.

Procedural Motions

Procedural motions are used to change the order of business or the way the meeting is being conducted.

Voting

The chair calls for a vote once every member who wishes to speak has spoken. Normally, members will vote by a show of hands. The chair asks first for those in favour, then for those against, then for abstentions.

The meeting may decide, by a simple majority, to vote by secret ballot.

Majority

Motions are decided by a simple majority unless the Act or the Co-op's Bylaws say otherwise.

A simple majority is more than half of the votes cast, without counting abstentions. A 2/3 majority is 2/3 thirds of the votes cast without counting abstentions. If the members vote by ballot, a spoiled ballot will not be considered a vote cast.

Motions about Procedure

Calling the Question

A member who wishes to end the discussion, and who has not spoken to the motion, can call for an immediate vote by saying "I call the question." This motion to "call the question" needs a seconder. To ensure that a proposal has received a minimum amount of debate, there must have been at least 2 speakers in favour of the motion, and 2 speakers against the motion.

The chair will immediately ask members to vote on whether they want to finish the discussion at this point. A 2/3 thirds majority is needed.

If the motion to call the question is carried, the members 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 right to speak.

Bylaw #7, Schedule A - Rules of Order

Motions to Defer or Refer a Motion

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

- Defer the question
- Refer the question

Motion to Defer the Question:

To defer the question means to put off discussion to another meeting. The motion needs a seconder.

Motion to Refer the Question

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. The motion needs a seconder.

One member may speak in favour of deferring/referring the proposal, and one member may speak against it. A vote is taken. If the motion is defeated, debate continues on the main motion or amendment.

Splitting the Question

A motion to split the question is when a member feels that some parts of the motion should be adopted, but other parts should be defeated. The mover states which parts should remain together, as well as the order in which the parts should be debated.

A motion to split the question must be seconded. If the motion is carried, debate continues on each part of the motion as if they were separate items.

Interruptions

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

- A point of order
- A point of information
- An appeal against a chair's ruling
- A question of privilege

A Point of Order

Members can raise a point of order if they think that

- The meeting is following an incorrect procedure
- There is not quorum
- The question should be called

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

A Point of Information

Members who have

Bylaw #7, Schedule A - Rules of Order

- An important piece of information about the item being discussed
- A question which will save time in the discussion.

Members who want to raise points of order or points of information should stand up and politely say that they have a point of order or information.

An Appeal

Members can appeal when they think a ruling of the chair is incorrect. The appeal needs a seconder, and is not discussed. Both the chair and the member who makes the appeal can give their reasons. The question: "Do we confirm the decision of the chair?" is put to vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

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 chair gives a ruling on the question of privilege.

Reconsidering the Question

A decision that has been made may be "reconsidered" at a subsequent meeting.

The process for reconsidering the question is

- The agenda item must include "motion to reconsider" as part of the text
- When the agenda item is being discussed, one member may speak in favour of the motion to reconsider, and one member may speak against it.
- There will be no further debate. A vote is taken on the "motion to reconsider."
- If the motion is carried, the item may be debated at the meeting. If it is defeated, it may not be debated.

Adjournment

A Members' Meeting is adjourned when there are no more items of business or because the Members present feel no more business can be conducted at the time.

Bylaw #7, Schedule B – Board Responsibilities

The Board has the following responsibilities:

Membership

- Approves or declines membership applications as stated in the Bylaws
- Sets the advance agenda for all members' meetings
- Reports to the members on the activities of the Board and Committees
- Pays attention to the social and community needs of the members
- Makes sure that education about Co-operatives is available to all members

Finances

- Oversees the financial affairs of the Co-op
- Makes financial decisions for the Co-op
- Makes sure that the Co-op has enough insurance coverage

Organization

- Ensures that all legal obligations and agreements of the Co-op are fulfilled.
- Makes sure that the Bylaws and continuing resolutions of the Board are adopted and reviewed regularly

Committees and Members

- Directs and co-ordinates the activities of all Committees
- Makes sure that the Co-op property is well maintained
- Involves the Co-op in the broader Co-operative movement and in the local community

Employees

- Gives a clear outline of the responsibilities of staff
- Hires, fires and directs employees as stated in the Bylaws
- Sets the salary and employment terms of employees
- Makes sure that education about Co-operatives is available to employees

Delegation

The Board can delegate some of these responsibilities to Committees or staff. However, the Board has final responsibility.

Bylaw #7, Schedule C – Directors Conduct Agreement

Beaver Creek Housing co-op - Directors Conduct Agreement for members of the Board of Directors

I understand and agree with the following:

Initial	
	<p>The Beaver Creek Housing Co-operative Board of Directors governs and oversees the business of Beaver Creek Housing Co-operative (Waterloo) Inc. (the co-op). As a member of the Board I agree that in carrying out my duties, as outlined in the co-op bylaws and director job description, I will:</p> <ul style="list-style-type: none"> • Act honestly, in good faith, and in the best interest of the co-op; • Use the care, skill, and diligence that any reasonably prudent person would use in a similar situation; • Do my best to ensure the co-op is well-maintained, financially secure, and always operating in the best interests of the co-op; • Regularly attend, arrive on time, and actively participate in board meetings.
	<p>In making decisions for the co-op, I will:</p> <ul style="list-style-type: none"> • Observe and respect the <i>Co-operative Corporations Act</i>, the <i>Articles of Incorporation</i>, and the co-op bylaws, policies, procedures, and rules, and laws that apply to the co-op; • Participate in discussions to the best of my ability; • State my position clearly when the Board is making decisions; • Openly share my opinion even if I disagree with a proposal the Board is considering; • Immediately declare any conflict of interest I may have in a matter before the Board, either in writing or by asking that my declaration be noted in the minutes; • Remove myself from the place of the meeting and not under any circumstances participate in any discussion of, or any decision involving, any matter in which I have a conflict of interest; • Always put the interest of the co-op before my personal interests; • Prepare for board meetings and read all the materials beforehand.
	<p>When decisions have been made by the Board, I will:</p> <ul style="list-style-type: none"> • Support those decisions even if I was in a minority position on the matter; • Strive to understand why a decision was made; • Act to observe and respect all decisions of the Board; • Maintain confidentiality with respect to information learned through my position, including all information about matters specifically determined by the Board to be confidential and all information learned about specific matters regarding members of the co-op; • When uncertain about whether information is confidential, I will ask for direction from the Board; • Recognize that my duty of confidentiality continues after I cease to be a director, and after I cease to be a member of the co-op.
	<p>When acting as an employer, I will:</p> <ul style="list-style-type: none"> • Support the co-op staff as they carry out their work as outlined in their job description and the goals established by the Board; • Maintain confidentiality with respect to employees, including salary, benefits, performance, and other personal data; • Understand that I have no authority over the staff; that authority only exists when the Board has specifically delegated that authority to me.
	<p>Respect for others</p> <ul style="list-style-type: none"> • As a director, I will remain open to other points of view and opinion. I will not act defensively when directors or members question or disagree with my point of view.

Bylaw #7, Schedule C – Directors Conduct Agreement

	<ul style="list-style-type: none"> • Will do my best work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions. • I will never make statements, take actions, or harass anyone in any way that is prohibited under the <i>Ontario Human Rights Code</i>. • I will make any complaints I may have about the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the Board. • I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.
	<p>I understand and agree that I will be deemed to have resigned from the Board if I:</p> <ul style="list-style-type: none"> • Fail to adequately fulfill by duties as outlined in this Code of Conduct, or in the co-op's Bylaw No. 7 Article 6 (Board of Directors); • Miss two (2) meeting of the Board in a row without reasonable cause; • Declare bankruptcy; • Am refused a bond; • Am in a position where my continued presence on the Board would cause embarrassment or damage to the co-op or would undermine the membership's confidence in the Board. <p>I understand that these situations may include but are not limited to:</p> <ul style="list-style-type: none"> • charges or convictions against me under the Criminal Code relating to domestic violence, theft, or misappropriation of funds; • being in arrears or not being a member in good standing in the co-op; • conducting business of the co-op while under the influence of a controlled substance, including drugs or alcohol; • making comments or statement that put down, bully, show lack of respect or lack of tolerance. This same behaviour will equally not be tolerated towards people based on race, gender, sexual orientation, place of origin or ethnicity, religion, age, marital or family status, income level or employment status, physical or mental or developmental ability, or political affinity or activity.
	<p>In the event that I do not act in accordance with this Code of Conduct, I will:</p> <ul style="list-style-type: none"> • Provide a letter of resignation as of that date, failing which the Board will consider a resolution removing me from any office that I may hold, and will call a members' meeting so that the members may consider a resolution to terminate my directorship; • If I disagree with the Boards' decision for me to resign, I can appeal that decision of the Board to the membership in accordance with Bylaw No. 7, Article 4.3 (Special General Meetings). Until the decision is made by the members, I will be taking a leave of absence. • I also agree that if I have been deemed to have resigned due to any of the reasons above, and if I attempt to attend a Board of Directors meeting as a member of the Board, I will be deemed to have waived any confidentiality right I may have in regard to said reasons, and that any person having knowledge of said reasons has a duty to report these to the Board.
	<p>In the event that I resign from the Board for any reason:</p> <ul style="list-style-type: none"> • I will not seek to be a Director again, either by election or appointment, until the second annual election after my resignation.

Print name: _____

Signature: _____

Date: _____

[September 2022]