

# Brighton Yards Housing Co-operative COVID-19 Emergency By-law

## By-law No. 11

### Article 1: About this By-Law

#### 1.1 Introduction

Some of the rules in the *Co-operative Corporations Act* have been changed during the COVID-19 emergency. The changes are temporary. The emergency rules are in a Schedule of the *Co-operative Corporations Act*. The Schedule is attached to this By-law. This By-law states how these temporary changes will be put into effect by the co-op.

#### 1.2 Priority of this By-law

This By-law governs over the Organizational By-law, the Occupancy By-law and other co-op by-laws if there is a conflict.

#### 1.3 Timing of this By-law

##### (a) Start of this By-law

This By-law is retroactive. It starts on March 17, 2020. Anything that was done after March 17, 2020 that is permitted under this By-law is considered legal and effective. This includes, if applicable, approval of a budget and housing charges and the start date for changed housing charges.

##### (b) End of this By-law

This By-law ends when the Ontario government ends the emergency and the Schedule to the *Co-operative Corporations Act* ends.

### Article 2: Confirming Past Actions

#### 2.1 Confirmations

The co-op confirms and ratifies the following actions that happened before this By-law was enacted:

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(a) **Budget and housing charges**

Between April 1, 2020 and the day this By-law was enacted members voted on a budget for 2020 and housing charges starting November 1, 2020. The budget distributed August 12, 2020 and the list of housing charges distributed August 12, 2020 are confirmed.

## 2.2 Special Meanings

(a) **Declared emergency**

The “declared emergency” is a time period set by the government as stated in the *Emergency Management and Civil Protection Act*. It started on March 17, 2020 and will end when the government decides.

(b) **Electronic connections**

“Electronic connections” includes telephone calls or messages, electronic mail, transmission of data or information through computer networks or any other similar means. The full definition is in the Schedule to the *Co-operative Corporations Act*. The government can pass a regulation adding to this list.

(c) **Mail voting**

Mail voting includes voting through ordinary mail, internal mail and delivery or pick-up. Procedures are stated in this By-law or set by the board of directors.

(d) **Present**

“Present at a meeting” includes those who are present in person or electronically.

## Article 3: Members’ Meetings

### 3.1 Electronic Meetings

Members’ meetings can be held by electronic connections as long as all members who attend the meeting can communicate adequately with each other. All members who connect in this way are considered to be present at the meeting and count in the quorum.

### 3.2 Quorum at Members’ Meetings

(a) **Quorum required**

There must be a quorum at each members’ meeting. This includes members who are connected electronically. The quorum has to be present at the start of any vote, but not when the result is announced.

(b) **Reduced quorum**

The quorum during the declared emergency will be reduced to 50 percent of the normal quorum at members’ meetings, unless paragraphs (c) or (d) applies.

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(c) **Reduced quorum for counting ballots**

There will be a reduced quorum when the only business at a members' meeting is counting ballots and announcing the result. The reduced quorum will be five members, but any member can attend electronically.

(d) **Reduced quorum for part of a meeting**

There will be a reduced quorum for any part of a members' meeting where ballots are counted and the result announced. The reduced quorum will be five members, but any member can attend electronically. Examples would be:

- at the end of a meeting where ballots are counted after the quorum stated in paragraph (a) has left, or
- during a pause in a meeting where some members have left the room or disconnected.

### 3.3 Election Meetings

Elections will have three parts.

(a) **Nomination meeting**

There will be a meeting where there can be nominations, statements from candidates and explanations of how balloting will work. This can be part of another meeting. The meeting must have quorum. Nominations are closed at the end of the meeting.

(b) **Secret ballot voting**

After the nomination meeting, the board will distribute ballots and explanations on how to cast the ballots. This will include a deadline. Ballots received after the deadline won't be counted. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

A. An example would be ballots in marked or coded envelopes. The envelopes would left by members in a special box or in the co-op office's delivery box.

(c) **Election meeting**

The board will call a members' meeting to count the ballots and announce who is elected. At the meeting, the only business will be:

- checking to see that there is only one ballot from each member and putting the ballot in a box without identifying who it came from,
- counting the ballots, and
- announcing the results.

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### **3.4 Budget Meetings**

#### **(a) Advance voting**

The board will distribute an agenda including copies of the budget, any related information and any proposed motion or resolution about housing charges or other things. It will also include ballots and explanations for advance voting and a deadline for receiving ballots before the meeting. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

#### **(b) Budget questions**

Members can ask advance questions about the budget or the financial position of the co-op. The board will answer them within two days, if possible. The questions and answers will be posted on a bulletin board and will be sent to all members by e-mail.

#### **(c) Budget meeting**

The budget meeting must have quorum. Any member who is present can vote at the meeting. Voting is not secret. At the meeting, members will be asked how they vote on each motion. The chair will then:

- check to see if there is an advance ballot from that member and discard it if the member is voting at the meeting,
- count the ballots and the votes at the meeting, and
- announce the results.

Counting will be done at the meeting so all members can see that it is done correctly.

#### **(d) Amendments and new motions**

No amendments will be permitted at the members' meeting to a motion or resolution that was distributed in advance. No new motions will be permitted if they would change the effect of a motion that was distributed in advance.

### **3.5 Annual and Other Members' Meetings**

The agenda will include any proposed motion or resolution that the board knows about. Voting, amendments and new motions will be as stated in section 3.4 (Budget Meetings).

### **3.6 Members' Meetings with Secret Ballots**

#### **(a) When to use secret ballots**

This section applies where something would normally be decided by secret ballot. It also applies if the members at a meeting decide by a two-thirds majority to have a secret ballot. In that case the ballots will be counted at the next members' meeting.

#### **(b) Secret ballot voting**

The board will distribute an agenda that includes the proposed motion or resolution, ballots and explanations on how to cast the ballots. This will include a deadline. Ballots received after the deadline won't be counted. It will also include procedures for collecting or delivering completed ballots and ensuring that no one can vote twice.

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- A. An example would be ballots in marked or coded envelopes. The envelopes would left by members in a special box or in the co-op office's delivery box.

(c) **Counting ballots**

The board will put the item on the agenda for a later members' meeting. At that meeting:

- the ballots will be checked to see that there is only one ballot from each member and putting the ballot in a box without identifying who it came from,
- counting the ballots, and
- announcing the results.

Counting will be done at the meeting so all members can see that it is done correctly.

### **3.7 Other Motions at Members' Meetings**

(a) **Kinds of meetings**

The different kinds of meetings referred to in this By-law can be combined when appropriate.

(b) **Postponing for advance voting**

If an admissible motion is made at a members' meeting, those present can vote on it or decide to postpone voting to another meeting to allow for advance voting. A motion to postpone for advance voting requires a two-thirds majority.

### **3.8 E-mail Voting**

In addition to what is stated in this Article, the board can make arrangements for voting by e-mail or in other electronic ways in addition to the ways stated in this By-law if:

- there is no reasonable possibility of double voting or voting by the wrong person,
- secrecy can be maintained for secret ballots, and
- there is no significant cost.

## **Article 4: Annual Meeting**

### **4.1 Postponement**

If the last day for the co-op's annual meeting is during the declared emergency, the board can postpone the meeting until up to 90 days after the emergency ends.

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## Article 5: Directors

### 5.1 Term of Office

If the annual election meeting where directors are normally elected would be during the declared emergency, the board can postpone the election until the next annual meeting. The term of office of all directors will be extended until the end of that meeting. The extension will not count in determining whether directors are eligible for re-election.

### 5.2 Electronic Board Meetings

Board meetings can be held by electronic connections as long as all directors who attend the meeting can communicate adequately with each other. All directors who connect in this way are considered to be present at the meeting and count in the quorum.

## CO-OPERATIVE CORPORATIONS ACT

### SPECIAL RULES DURING EMERGENCY

#### Interpretation

**188** In this section and sections 189 and 190 and the Schedule to this Act, references to the “emergency” and “declared emergency” are references to the emergency declared pursuant to Order in Council 518/2020 (Ontario Regulation 50/20) on March 17, 2020 pursuant to section 7.0.1 of the *Emergency Management and Civil Protection Act* and, for clarity, those references include any extension of the emergency under section 7.0.7 of that Act.

#### Application of Schedule

**189** (1) The sections of the Schedule to this Act apply during the temporary suspension period, as described in subsection (2) for each section.

#### Temporary suspension period

(2) The temporary suspension period, as referred to in each section of the Schedule to this Act, is the period of the emergency and a further period that ends on the 120th day after the day the declared emergency is terminated and, if the regulations so provide for the section, a further prescribed period of time immediately following the end of the 120-day period.

#### Regulations

**190** (1) The Lieutenant Governor in Council may make regulations prescribing further periods of time for the purposes of subsection 189 (2).

#### Same

(2) A regulation under subsection (1) may prescribe a different period of time for different sections of the Schedule to this Act and may provide for one or more extensions of a previously prescribed period.

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## SCHEDULE

### MEETING BY ELECTRONIC MEANS, MEMBERS' MEETINGS

**1 The operation of subsections 74 (3) to (5) of the Act is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:**

#### **Meeting by electronic means**

(3) Whether or not the articles or by-laws of a co-operative so provide, a meeting of the members of a co-operative, including a meeting of the members of a non-profit housing co-operative, may be held by telephonic or electronic means by which all members participating in the meeting can hear each other, and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

#### **Same**

(4) A meeting held under subsection (3) is deemed to be held at the place where the head office of the co-operative is located.

#### **Definition of “telephonic or electronic means”**

(5) For the purposes of this section and sections 75, 76 and 90,

“telephonic or electronic means” means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.

**2 The operation of subsection 75 (3) of the Act is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:**

#### **Poll**

(3) If a poll is demanded, it shall be taken in such manner as the by-laws prescribe, and, if the by-laws make no provision therefor, then as the chair directs.

#### **Changes re meeting after notice given**

(4) If a notice of meeting of members or shareholders has been given in respect of a meeting to be held on a day that falls within the period of the declared emergency and, after the notice is given, the date, time or place of the meeting is changed in order to hold the meeting by telephonic or electronic means, another notice of meeting is not required to be given but members, shareholders and any other person entitled to receive the notice must be informed of the change in a manner and within a time that is reasonable in the circumstances.

### SUSPENSION OF IN-PERSON VOTING

**3 The operation of subsection 76 (4) of the Act is temporarily suspended.**

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## VOTING BY ELECTRONIC MEANS

**4 The operation of subsection 76 (5) of the Act is temporarily suspended and the following replacement provision is in effect during the temporary suspension period only:**

### **Voting by other means**

(5) Whether or not the articles or by-laws of a co-operative, including a non-profit housing co-operative, so provide, voting may take place by mail or by telephonic or electronic means.

## TIME EXTENSION FOR ANNUAL MEETINGS

**5 The operation of section 77 of the Act is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:**

### **Annual meetings**

**77 (1)** A co-operative shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting and at such meeting any member shall have an opportunity to raise any matter relevant to the affairs and business of the co-operative.

### **Annual meetings, time extension**

(2) Despite subsection (1), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the period of the declared emergency, the last day on which the meeting is instead required to be held is no later than the 90th day after the day the emergency is terminated.

### **Same**

(3) Despite subsection (1), if the last day on which a meeting is required to be held under subsection (1) is a day that falls within the 30-day period that begins on the day after the day the emergency is terminated, the last day on which the meeting is instead required to be held is no later than the 120th day after the day the emergency is terminated.

## ELECTION OF DIRECTORS BY ELECTRONIC MEANS

**6 The operation of subsection 90 (1) of the Act is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:**

### **Election of directors**

(1) The directors shall be elected by the members in general meeting, and the election shall be by ballot in the manner prescribed by section 91.

### **Method of voting or election**

(1.1) Where a general meeting of members referred to in subsection (1) is held by telephonic or electronic means in accordance with subsection 74 (3), the chair shall conduct a vote or election by ballot in the manner prescribed by section 91, otherwise the chair may direct the vote or election by alternate means.

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MEETING BY TELEPHONE, BOARD AND EXECUTIVE MEETINGS

**7 The operation of subsection 94 (3) of the Act is temporarily suspended and the following replacement provision is in effect during the temporary suspension period only:**

**Meetings by telephone**

(3) Whether or not the by-laws or articles of a co-operative provide otherwise, any director may participate in a meeting of the board of directors or of the executive committee by means of conference, telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a director participating in a meeting pursuant to this subsection shall be deemed for the purposes of this Act to be present in person at that meeting.

INFORMATION TO BE LAID BEFORE ANNUAL MEETING

**8 The operation of subsection 128 (1) of the Act is temporarily suspended and the following replacement provision is in effect during the temporary suspension period only:**

**Information to be laid before annual meeting**

(1) For an annual meeting of the members held on a day that is in the period that begins March 17, 2020 and ends on the 120th day after the day the declared emergency is terminated, the directors shall lay before the meeting,

- (a) a comparative financial statement relating separately to,
  - (i) the period that commenced on the date of incorporation and ended before the annual meeting or, if the co-operative has completed a financial year, that commenced immediately after the end of the last completed financial year and ended before such annual meeting, as the case may be, and
  - (ii) the period covered by the financial year next preceding such latest completed financial year, if any,  
made up of,
  - (iii) a statement of profit and loss for each period,
  - (iv) a statement of surplus for each period,
  - (v) a statement of patronage returns allocated to members during the year,
  - (vi) a statement of source and application of funds for each period, and
  - (vii) a balance sheet as at the end of each period;
- (b) the report of the auditor to the members; and
- (c) such further information respecting the financial position of the co-operative as the articles or by-laws of the co-operative require.

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