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Repealed
2020-10-24

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of
BRIGHTON YARDS HOUSING CO-OPERATIVE INC.

BE IT ENACTED as a by-law of the Brighton Yards Housing Co-operative Inc. (herein called the
“Co-op”) as follows:

ARTICLE I

GENERAL

1.01 AIMS AND OBJECTIVES

The Co-op shall be carried on for the purpose of providing housing to its members on a co
operative basis, and for the furtherance of Brighton Yards Housing Co-operative Inc.
founding principles and the betterment of society, and without the purpose of gain for its
members.

1.02 HEAD OFFICE

The head office of the Co-op shall be located in the Regional Municipality of Waterloo in
the Province of Ontario at such place or address as the Board of Directors (herein called the
“Board”) may from time to time by resolution determine.

1.03 CORPORATE SEAL

The corporate seal of the Co-operative shall have inscribed thereon “Brighton Yards Housing
Co-operative Inc.” and the seal impressed in the margin of these by-laws is hereby adopted
as the Corporate Seal of the Co-operative.

1.04 CO-OPERATIVE CORPORATIONS ACT

The affairs of the Co-op shall be governed by and conducted in accordance with the Ontario
Co-operative Corporations Act. Provisions of the Act relate with various matters not dealt
with in the by-laws of the Co-op and should be consulted by all members where appropriate.

1.05 USE OF PRONOUNS

In the by-laws of the Co-op, the plural form of the pronoun will be used to represent
singular as well as plural.

ARTICLE 2

MEMBERSHIP

2.01 MEMBERSHIP

The membership of the Co-op shall consist of the applicants for incorporation of the Co-op and other individuals who have been admitted to membership by the Board.

2.02 APPLICATION FOR MEMBERSHIP

Applicants for membership shall submit a written application on a form approved by the Board, accompanied by a life-time membership fee provided in the Articles of Incorporation. No application for membership in the Co-op may be withdrawn after the applicant has taken occupancy of a unit of housing in the Co-op. No application for membership may be considered unless all adult members of the applicant's household who intend to occupy a unit of housing in the Co-op have applied.

2.03 QUALIFICATIONS FOR MEMBERSHIP

- a) The Board may accept for membership persons who have the qualifications set forth in the Co-operative Corporations Act and the Co-op's by-laws. No person shall be admitted to membership unless it is their intention to reside in a unit of housing of the Co-op.
- b) No person shall be accepted for membership until they have been offered a unit of housing in the Co-op, have signed the occupancy agreement or made other arrangements satisfactory to the Membership Committee as to the occupancy agreement, and have satisfied all the financial requirements of the Co-op.
- c) No person shall be admitted to membership unless they are at least 18 years of age. Where any person occupying a unit as part of a member's household reaches the age of 18 years, such person may apply for membership in the Co-op, and if accepted shall sign an occupancy agreement. If not accepted, or if they do not apply, they may continue to reside with their family and the members occupying the unit shall continue to be responsible to the Co-op for their behavior. If the members refuse to take responsibility, then the person shall leave the Co-op.

2.04 REFUSAL OF APPLICATIONS

The Board shall not be obliged to give, nor shall any applicant be entitled to receive, written or other reasons for the refusal of an application for membership in the Co-op.

2.05 MEMBERSHIPS ARE NON-TRANSFERABLE

Memberships in the Co-op shall not be transferable and shall terminate on death.

2.06 WITHDRAWAL FROM MEMBERSHIP

A member may withdraw from membership in the Co-op by giving the Secretary the same notice period as is required to terminate occupancy, as per By-law No. 2.

2.07 EXPULSION FROM MEMBERSHIP

- a) A member may be expelled from membership in the Co-op by resolution passed by a majority of the Board at a meeting duly called for the purpose, not later than thirty days before the date set for the annual meeting of the Co-op.
- b) The procedure governing the expulsion and all proceedings prior and subsequent thereto, including the right to appeal, are to be governed by the provisions of the Co-operative Corporations Act.

ARTICLE 3

MEETINGS OF MEMBERS

3.01 ANNUAL GENERAL MEETINGS

The Co-op shall hold an annual general meeting of the members not later than eighteen months after incorporation, and subsequently not more than fifteen months after the holding of the last preceding annual meeting and not more than six months after the end of the immediately preceding fiscal year of the Co-op. The agenda for each annual meeting shall include the election of directors, the approval of the financial statements, the appointment of an auditor, the receiving of annual reports from the Board, committees, and staff, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

3.02 REGULAR GENERAL MEETINGS

In addition to the annual meeting, regular general meetings of the members shall be held at least twice a year. These meetings shall be spaced at equal intervals through the year, as nearly as convenient. The agenda for each regular meeting shall include the receiving of reports from the Board, committees, and staff, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

3.03 SPECIAL GENERAL MEETINGS

Special general meetings may be called by the President, Vice-President, or the Board at any time.

3.04 REQUISITION FOR GENERAL MEETING

- a) Five per cent of the members of the Co-op may requisition the Board to call a general meeting of the members for any purpose that is connected with the affairs of the Co-op and that is not inconsistent with the Co-operative Corporations Act.
- b) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Co-op. This may consist of several documents in like form each signed by one or more requisitionists.
- c) Upon deposit of the requisition, the Board shall call a meeting of the members for the transaction of the business stated in the requisition.
- d) If the Board does not (subject to subsection [g]), within five days from the date of deposit of the requisition, call the meeting and hold the meeting within thirty days of the date of the deposit, any of the requisitionists may call the meeting, which shall be held within sixty days from the date of the deposit of the requisition.
- e) A meeting called under this section shall be called in the same manner as meetings called under sections 3.05 to 3.12.
- f) The Co-op shall reimburse the requisitionists for any reasonable expenses incurred by them because of the action taken by them under subsection (d) unless, at the meeting, the members by a majority of votes cast reject the reimbursement of the requisitionists, or unless a quorum of members is not present at the meeting.
- g) The Board shall not be obligated to call a general meeting of the members, if an annual, regular, or special meeting is scheduled within the thirty day period mentioned in subsection (d).

3.05 NOTICE OF MEETINGS

- a) Notice of each general meeting of members shall be given to each member not less than ten or more than fifty days prior to the date of the meeting. In computing time for the giving of notice, the day of giving the notice shall not be counted and the day of the meeting shall be counted.
- b) The notice shall specify the time and place of the meeting and shall set out or be accompanied by a statement of the business to be considered or transacted at the meeting in reasonable detail. Any member shall be entitled to have a matter put on the agenda for any general meeting and sent out with notice of the meeting, provided they give the Secretary written notice of such matter sufficiently in advance of when notices of the meeting are being sent out to permit it to be included. If they do not give notice in time for inclusion

being sent out to permit it to be included. If they do not give notice in time for inclusion

with the regular notice of the meeting, they may themselves at their own expense give notice to all members at least five days prior to the date of the members meeting.

c) No business may be transacted, and no resolution or by-law adopted or confirmed by the members, unless the general nature of that item of business was set out in or with the notices mentioned above. If at the beginning of the meeting, all members present consent to discuss and decide upon any other matter then it shall be included in the agenda.

d) The record date for notice shall be the day before the last date for giving notice under subsection (a). Notice shall be given to all persons who at 4:30 p.m. on the record date are shown on the register of members, kept under section 5.07, as members of the Co-op, and notice shall be given to them by leaving the notice at their address as shown on the register of members. Alternatively, notice may be given to them by prepaid registered mail in which event notice shall be deemed to have been given on the third day after mailing, unless there is an interruption of mail services by reason of strike or otherwise, in which event notice shall not be deemed to have been given until actually received.

e) When notice of a meeting is received generally by the members, the accidental omission to give notice to any member or the non-receipt of notice by any member, or any error in the register of members as of the record date, shall not invalidate any motions or resolutions passed or any proceedings taken at the meeting.

3.06 PLACE OF MEETINGS

Meetings of members shall be held at a place within the Regional Municipality of Waterloo unless 2/3 of the membership authorize the holding of a meeting of members at any other place within the Province of Ontario.

3.07 ATTENDANCE AT MEMBERS' MEETINGS

All members shall attend all meetings of members, unless prevented by illness, duties of their employment, or other cause beyond their control, or unless excused by the Board. Failure to attend two consecutive meetings may result in expulsion from membership and termination of occupancy rights in accordance with the provisions of the Occupancy By-law.

3.08 QUORUM

No business shall be transacted or motions or resolutions adopted at any meeting of members, unless a quorum of members is present. A quorum shall consist of the lesser of fifteen members or twenty-five per cent of the members entitled to vote at the meeting. If a quorum is not present within forty-five minutes of the time for which the meeting was called, the members present may adjourn the meeting to a date not less than five and not more than fifteen days thereafter, and the decisions of the subsequent meeting shall be binding regardless of the number of members who attend. At least two days notice of the subsequent meeting shall be given in the same manner as provided in section 3.05 (using the original record date for notice). Notwithstanding the above, if the meeting was called upon requisition under section 3.04 and if no quorum is present within forty-five minutes of the time for which the meeting was called, the meeting shall be dissolved and there shall be no power in those present to adjourn to another time.

3.09 CHAIRPERSON AT MEETINGS

The President, or in the absence of the President, the Vice-President, shall preside as chairperson at meetings of members, unless the members at the meeting choose a different person to be chairperson. If the chairperson wishes to make a motion or participate in discussion of a matter before the meeting, the chairperson shall leave the chair until the voting on such motion is over, or discussion of such matter has been completed. During their absence from the chair, the Vice-President or some other person approved by the members, shall act as chairperson. The person acting as chairperson at the time of a vote shall not vote, unless the vote is by ballot, or unless the chairperson's vote would break a tie. In no event shall the chairperson have a second or casting vote.

3.10 VOTING

Each member of the Co-op shall have only one vote at any meeting of members. All persons who are members at the time of the vote shall be entitled to vote, notwithstanding that they may not have been members at the time notice of the meeting was given. Only members

present in person may vote and proxies shall not be permitted. Unless otherwise specifically provided herein or in the Co-operative Corporations Act, all decisions shall be made by a majority of the votes cast (and an abstention shall not be considered a "vote cast").

3.11 PROCEDURE AT MEETINGS

Meetings of members shall be conducted in accordance with Schedule "A" attached hereto.

3.12 ATTENDANCE BY NON-MEMBERS

Residents of units of housing of the Co-op who are not members may attend and speak at meeting of members unless the members otherwise decide, but may not propose motions or vote. Other non-members may attend or speak only with the permission of the chairperson of the meeting, and may not propose motions or vote.

3.13 ATTENDANCE

The secretary shall keep a record of attendance and ensure that only members present are voting.

ARTICLE 4

BOARD OF DIRECTORS

4.01 POWERS AND DUTIES OF THE BOARD

- a) The business of the Co-op shall be under the management and direction of the Board, which shall exercise all the powers and do all acts that may be exercised or done by the Co-op and are not by the by-laws of the Co-op or by statute expressly directed or required to be done by the Co-op at meetings of the members.
- b) The Board shall at all times act in accordance with the Co-operative Corporations Act, the Articles of Incorporation and by-laws of the Co-op, and resolutions duly passed at meetings of the members.
- c) The Board may from time to time pass by-laws, which shall not be effective until confirmed, with or without variation, by at least two-thirds of the votes cast at a general meeting of the members.
- d) The Board's responsibilities shall include the following:
- 1) Establishing and regularly reviewing objectives, goals and policies for the Co-op
 - 2) Ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined
 - 3) Ensuring that all legal obligations and agreements of the Co-op are fulfilled
 - 4) Ensuring that the Co-op's property is adequately maintained
 - 5) Supervising and monitoring the financial affairs of the Co-op and making prudent financial decisions in the interest of members
 - 6) Maintaining an adequate level of insurance coverage
 - 7) Ensuring that the appropriate policies and procedures for the selection of housing of members are followed
 - 8) Approving membership applications
 - 9) Coordinating the reports and activities of committees
 - 10) Preparing the agenda for all general meetings
 - 11) Reporting on its activities to each meeting of members
 - 12) Hiring, dismissing, and directing employees and fixing their remuneration
 - 13) Ensuring that the social and community needs of the Co-op are addressed
 - 14) Ensuring the participation of the Co-op in the broader co-operative movement

4.02 NUMBER OF MEMBERS OF THE BOARD

The Board shall consist of eight members of whom five shall constitute a quorum for the transaction of business.

4.03 QUALIFICATIONS

No person shall act as a director of the Co-op unless they are of the full age of eighteen years, are a member of the Co-op, and are a Canadian resident. No undischarged bankrupt or mentally incompetent person shall be a director. A person who is elected as a director is not a director unless they were present at the meeting when they were elected and did not refuse at the meeting to act as a director, or where they were not present at the meeting, they consented in writing to act as a director before their election or within ten days thereafter.

4.04 ELECTION OF DIRECTORS

Directors shall be elected by the members at the annual general meeting and shall serve for a term of two years--except at the first annual general meeting where four directors shall be elected for one year terms--or until their successors are elected. No directors shall serve more than two consecutive terms. The election shall be by ballot and each member shall on their ballot cast a number of votes equal to the number of directors to be elected. They may distribute such votes among the candidates in any way they see fit, but no candidate shall receive more than one vote from any member per ballot. At the first annual general meeting there shall be two sets of nominations and ballots--the first for the election of four directors to two-year terms and the second for the election of four directors to one-year terms.

4.05 REMUNERATION

The directors shall receive no remuneration for serving as directors, but shall be reimbursed their reasonable duly authorized expenses incurred in carrying out Co-op business.

4.06 VACANCY

Where a vacancy occurs on the Board and a quorum of directors remains, the directors remaining in office may elect a qualified person to fill the vacancy for the remainder of the term. If no quorum of directors remains in office, then the remaining directors shall call a meeting of members at which sufficient directors shall be elected to fill any vacancies for the balance of the original terms.

4.07 TERMINATION OF DIRECTORSHIPS

- a) Any director may resign by notice in writing delivered to any other director who is an officer, the resignation to be effective on the delivery of the notice.
- b) The members may by resolution passed by a majority of the votes cast at a general meeting, remove any director from office before the expiry of their term, provided notice of the intention to propose such a resolution was included with notice of the meeting. The members may by majority of the votes cast at the meeting, elect any qualified person to fill the vacancy so created for the remainder of the term.
- c) If any director is absent from two consecutive meetings of the Board, or two consecutive meetings of the members without leave of the Board, then the Board may at its next following meeting, on notice to the director, and having given them opportunity to appear and be heard, remove them from office.
- d) Where a director is removed from office under subsection (c), no new director shall be appointed by the Board until after the next meeting of members. The director whose office was terminated shall have the right to appeal the matter to the next meeting of members, in which event they shall deliver notice thereof to any officer who is a director, who shall cause notice of the appeal to be included with the notice of the next meeting of members. If the members allow the director's appeal, they shall thereupon immediately be reinstated as a director.

4.08 MEETING OF DIRECTORS

- a) The Board shall meet monthly on a day set at the previous meeting, or at a regular day of the month, determined by resolution of the Board. The Board shall meet at such other times as it may determine. In addition, the President or Vice-President or a quorum of directors may at any time call a meeting of the Board.
- b) Meetings shall take place at the head office of the Co-op or at such other place within the Regional Municipality of Waterloo as the Board may determine.
- c) At least three days notice of each meeting shall be given to each director in the manner provided herein for giving notices of members' meetings, unless by reason of pressing circumstances or emergency the person calling the meeting determines that it is appropriate to give less notice, and those present at the meeting consent to holding the meeting without the normal notice. In addition, the requirements for notice of a meeting may be waived if all the directors agree.
- d) Where all the directors have consented thereto, any director may participate in a meeting of the Board by means of conference telephone or other communication equipment where all persons participating in the meeting can hear each other.
- e) The President, or in their absence or inability to act, the Vice-President or such other person as may be determined by the Board, shall serve as chairperson of meetings of the Board.
- f) All resolutions of the Board or decisions made by the Board shall be by a majority of the votes cast.
- g) Except as set out herein, the provisions of this by-law dealing with procedure at meetings of members shall apply, with all necessary changes, to meetings of the Board.

4.09 PROCEDURE FOR ELECTIONS

An elections officer and assistant will be appointed by the Board prior to the general member's meeting. The elections officer will be responsible for ensuring that the election is conducted in accordance with the by-laws, for providing a list of nominated candidates, and for supplying initialed ballots with spaces equal to the number of directors to be elected. To ensure that each member votes only once, the elections officer will keep a list of members and stroke off the member's name when the ballot has been deposited. The elections officer and assistant will count the votes, announce the results, and ensure that the number of votes

for each candidate is recorded in the minutes. There shall be an immediate recount on the request of any member. Following the election, the cast ballots will be returned to the ballot box, which shall be sealed and kept in the Co-op office for two weeks before the ballots are destroyed. During the two week period, any member may, in accordance with section 3.04, requisition a general members meeting for the purpose of recounting the votes. If such a meeting is called, the ballots shall be kept until the date of the meeting. In the case of a tie vote, a run-off shall be held between the candidates who are tied.

4.10 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

The responsibilities of directors shall include (in addition to any responsibilities any director may have as an officer) the following:

- a) To attend all meetings of the Board and of members, unless excused by the Board
- b) To be prepared for all meetings by reading the relevant reports
- c) To be aware of the needs and concerns of all members
- d) To have regard for the welfare of the Co-op at all times
- e) To promote the co-operative principles and membership awareness thereof

4.11 MINUTES OF BOARD MEETINGS

The most recent minutes of all Board meetings, excluding "in camera" minutes, shall be posted in a conspicuous place in the Community Centre within one week of each Board meeting. Minutes of all Board meetings, excluding "in camera" minutes, shall be available for review by members at all reasonable times during scheduled office hours.

4.12 CONFIDENTIALITY OF BOARD MEETINGS

- a) All directors shall keep confidential all matters considered by the Board or coming to their notice or attention as directors which are of a confidential or private nature. Such matters shall include personal information on individual members and information relating to the business of the Co-op where secrecy is appropriate to preserve the Co-op's position against third parties.
- b) If any officer, employee, or other member of the Co-op is present at a Board meeting where confidential matters are considered and becomes aware of such confidential information, such person shall have an obligation to keep such information confidential and not to communicate it to anyone else.
- c) The minutes of the Board meetings shall not include details of confidential matters, but shall indicate that confidential matters were considered, and shall contain reasons for the confidentiality. The Board shall require records to be kept in such manner as it deems appropriate of confidential matters considered by the Board.

4.13 DIRECTORS SHALL NOT BE REIMBURSED

The directors shall not be reimbursed for their expenses in the attending of a meeting of directors or committee of the Co-op where such meetings are not held within 100 kilometers of the City of Waterloo, Ontario.

ARTICLE 5

OFFICERS

5.01 ELECTION OF OFFICERS

The Board shall annually or more often, as may be required, elect a President, Vice-President, Secretary, and Treasurer. The President, Vice-President, and Secretary shall be directors, but the other officers need not be directors. All officers shall be members of the Co-operative.

The board may from time to time elect such other officers as they deem necessary, who shall have such authority and perform such duties as the Board may from time to time prescribe.

5.02 REMOVAL OF OFFICERS

The Board may by resolution remove any officer from office, where notice of the intention to propose the resolution was included with notice of the meeting and where such notice was given to the officer concerned at the same time as notice of the meeting was given to the directors. Such officer shall be entitled to attend the meeting of the Board and to make representations. The directors may immediately fill any office rendered vacant under this section notwithstanding any proposed appeal to the members.

5.03 OTHER VACANCIES

- a) Any officer may resign by notice in writing delivered to any director, such resignation to be effective on acceptance by the Board of Directors at their next meeting.
- b) When the President, Vice-President, or Secretary ceases to be a director, they shall at the same time cease to occupy their office.

5.04 REMUNERATION

The officers shall receive no remuneration for serving as officers, but shall be reimbursed for any reasonable duly authorized expenses incurred in carrying out the business of the Co-op.

5.05 PRESIDENT

The President shall, subject to sections 3.09 and 4.08, preside at all meetings of members and the Board. They shall be responsible for the general management, supervision, and direction of the affairs of the Co-op, subject always to the instructions of the Board and members.

5.06 VICE-PRESIDENT

The Vice-President shall, subject to sections 3.09 and 4.08, preside at meetings of members and the Board in the absence of the President. If the President is unable or unwilling to act with respect to any of their other duties, the Vice-President shall perform such duties.

5.07 SECRETARY

The Secretary shall issue or cause to be issued all required notices of meetings of the members and the Board. They shall be responsible for the maintaining of all the books and records of the Co-op other than those for which the Treasurer is responsible. The Secretary shall keep or cause to be kept a minute book which shall include the following:

- a) a copy of the Co-op's Articles of Incorporation, and any amendments thereto
- b) all By-laws, Policies and Procedures, and Resolutions of the Co-op
- c) a register of members which sets out alphabetically the names of all persons who are or have been within ten years registered as members of the Co-op, and their addresses
- d) a register of directors showing the names and the residence addresses of all directors and the names of all persons who are or have been directors with the dates on which each of them became or ceased to be a director
- e) minutes of all meetings of members and of the Board

The Secretary shall ensure that the Members' Handbook is updated

5.08 TREASURER

The Treasurer shall oversee and supervise all the financial management and affairs of the Co-op. They shall cause all funds and securities of the co-op to be deposited with such bank, trust company, or credit union as the Board may direct. They shall cause to be kept proper accounting records including records of all sums of money received and disbursed by the Co-op and the manner in which the receipt and disbursement took place, all purchases by the Co-op, all rental, occupancy charge and other amounts received by or owing to the Co-op, the assets and liabilities of the Co-op and all other transactions affecting the financial position of the Co-op. They shall ensure that the Board receives monthly financial reports,

review the reports with the Board, and ensure that copies of the reports are forwarded to committees as required. They 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.

5.09 GENERAL DUTIES OF OFFICERS

The officers shall perform their respective duties in accordance with all resolutions passed by or direction given by the meetings of the Board. The officers shall perform such additional duties as may be assigned to them by the members of the Board and shall act as signing officers where set out in this By-law.

Repealed 2020-10-24

ARTICLE 6

COMMITTEES

6.01 COMMITTEES STRUCK BY THE BOARD

The Board may strike such committees as it deems necessary and shall determine the duties of the committee, its composition, and other such matters as may be appropriate in accordance with this by-law.

6.02 COMMITTEES STRUCK BY THE MEMBERSHIP

The membership, at a general meeting, may strike such committees as it, by majority vote, deems necessary and at the same time shall determine the duties of the committee, its composition and other such matters as may be appropriate in accordance with this by-law.

6.03 CONFLICT BETWEEN COMMITTEES

In any case where there is a conflict between a committee appointed by the Board and a committee appointed by the membership with respect to the jurisdiction, duties, or responsibilities, the committee appointed by the Board shall have precedence.

6.04 COMMITTEE MEMBERSHIP

The members of each committee shall be appointed by the Board from among the Co-op's membership following each annual general meeting and shall serve until their successors are appointed. A member who cannot continue on a committee shall inform the Chairperson in writing.

6.05 DUTIES OF COMMITTEES

Each committee shall, in addition to meeting its terms of reference, select a Chairperson from among its members, report in writing or verbally to the Board and membership as requested, send a representative to Board or general meetings as requested and appoint a Secretary who shall keep minutes of all meetings, making them available to the Board and membership at all times.

6.06 QUORUM

A quorum of a committee shall be half of the members appointed thereto.

6.07 AUTHORITY OF THE BOARD

No committee may spend any money, authorize any expenditure, or enter into any contract without the authority of the Board.

ARTICLE 7

FINANCIAL

7.01 FISCAL YEAR

The fiscal year of the Co-op shall commence and end on days determined from time to time by resolution of the Board.

7.02 BUDGET

The Board shall each year approve a budget for presentation to the members in accordance with the Occupancy By-law.

7.03 BONDING OF EMPLOYEES

Every officer or employee of the Co-op in charge of or who handles Co-op money or securities, signing officers, and other officers or employees prescribed by the Board, shall be bonded by a surety company chosen by the Board, for an amount and in a form determined from time to time by the Board, but in no case for an amount less than \$5,000.00.

7.04 AUDITOR

The members at each annual meeting shall appoint an Auditor, who is a chartered accountant or chartered accountant firm or corporation familiar with accounting for co-operative housing corporations. The Auditor will hold office until a successor is appointed.

Remuneration of the Auditor shall be fixed by the Board. The Auditor shall be entitled to 15 days notice of any meeting at which it is proposed to appoint some other person as Auditor. The Auditor shall at all reasonable times have access to the books, accounts, and vouchers of the Co-op and the directors and officers of the Co-op shall provide them with such information and explanations as may be necessary for the performance of their duties.

7.05 AUDITOR'S REPORT

The Auditor shall make reports to the members on the financial position of the Co-op to be laid before the Co-op at each annual meeting during their term of office and shall state in their reports whether in their opinion the financial statements referred to therein present fairly the financial position of the Co-op and the results of its operations for the period under review in accordance with generally accepted accounting practice and in a manner consistent with the previous period.

7.06 SIGNING AUTHORITY

- a) All cheques shall be signed by any two officers or directors of whom at least one shall be the President or Treasurer.
- b) All other documents or writings requiring the signature of the Co-op shall be signed by any two directors of whom at least one shall be the President or Vice-President, who may affix the corporate seal of the Co-op to any document requiring it.
- c) The Board shall have power from time to time by resolution to appoint any officer, director, or other person, or more than one of them, to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents, or instruments in writing on behalf of the Co-op, instead of, or in addition to, those provided in subsection (b).
- d) Any person signing any document referred to in subsections b) and c) shall satisfy themselves that the document is in accordance with the general intent of the resolution or other authority authorizing the execution of such document and shall have power to approve minor changes not affecting the substance thereof.

7.07 INVESTMENT OF SURPLUS FUNDS

The Board may invest the surplus funds of the Co-op in such short-term securities or other form as it may deem fit. The Board shall not invest any funds of the Co-op in any security having a maturity date of over one year from the time of the investment without the authority of a resolution of the members.

7.08 DISSOLUTION OF THE CO-OP

On dissolution of the Co-op, after payment of all its debts and liabilities, the remaining property of the Co-op shall be distributed or disposed of to or for a charitable organization or organizations whose activities are carried on solely within Canada and whose objects preferably are the promotion of non-profit co-operative housing.

ARTICLE 8

BY-LAWS, POLICIES, AND PROCEDURES

8.01 BY-LAWS

By-laws are intended to deal with and embody permanent features of the organization of the Co-op. By-laws and amendments to existing by-laws must be passed by the Board and shall not be effective until confirmed, with or without amendments, by at least two-thirds of the votes cast at a general meeting of the members.

8.02 OCCUPANCY-RELATED POLICIES

Occupancy-related policies deal with matters relating specifically to the occupancy relationship between the Co-op and the individual members and constitute either an occupancy right or responsibility on the part of the member or the Co-op. Occupancy-related policies shall be considered the equivalent of by-laws, shall be attached as schedules to the Occupancy By-law, and can only be passed and amended in the same manner as by laws, as set out in section 8.01. Areas of concern where occupancy-related policies might be adapted by the Co-op include Membership, Maintenance, Rules and Regulations, Spending and Arrears.

8.03 ORGANIZATIONAL POLICIES

Organizational policies are fundamental continuing decisions on the part of the membership as to how the affairs of the Co-op should be organized and managed in areas other than those which are properly the subject of occupancy-related policies. Organizational policies may be adapted by resolution of the members at a meeting duly called for the purpose and may be amended in the same manner. Areas of concern where organizational policies are appropriate may include Budgeting, Personnel, Hiring, Community Relations, Co-op Sector Liaison, Education, and Committee Operational Guidelines.

8.04 PROCEDURES

Procedures deal with the mechanisms required to carry out the intent and purposes of the Co-op's by-laws and policies. Procedures will be developed and prepared in written form by committees and staff and must be approved by the Board and may only be amended by the Board. The Board and staff shall, where they consider any procedure a matter of concern to the members generally, distribute copies to the members or otherwise publicize the procedure.

8.05 RECORDS OF POLICIES AND PROCEDURES

The Secretary shall maintain records of all by-laws, policies, and procedures which have been adapted by the Co-op. Such records shall be maintained in separate sections of the Co-op's Minute Book. Such sections (as well as the rest of the Minute Book) shall be available for inspection by the members at all reasonable times. The Secretary shall from time to time publish a complete statement of all by-laws and policies in force (including all amendments).

8.06 PRIORITY

Insofar as possible, by-laws, policies, and procedures of the Co-op shall not conflict with each other or with the Co-operative Corporations Act and Articles of Incorporation of the Co-op. In the event of conflict, the order of priority shall be first the Act, second the Articles of Incorporation of the Co-op, and any amendments thereto, third By-law No. 5 (CMHC By law), fourth By-law No. 2 (Occupancy By-law), fifth By-law No. 1 (Constitutional By-law), sixth other By-laws, seventh occupancy-related policies, eighth organizational policies, and ninth procedures.

ARTICLE 9

EMPLOYEES

9.01 BOARD SUPERVISION OF EMPLOYEES

It is the Board's responsibility to supervise and direct the Co-op's employees. It shall ensure that an appropriate job description for each position is drawn up and that proper procedures for reporting, and authorized areas of decision-making are established and followed. The President, or other persons appointed by the Board, shall be responsible for liaison with employees between Board meetings. Contracts will be drawn up and signed between the Co op and all permanent employees outlining the salary, the number of hours to be worked, the job description of the employee, and any other provisions agreed to by the Board and the employee.

9.02 CO-ORDINATOR

The Board may from time to time appoint a Co-ordinator and may delegate to them full authority for managing the business of the Co-op, or may delegate to them any lesser authority, as outlined in their job description. The Co-ordinator shall be responsible for the supervision of all staff of the Co-op and for recommending to the Board the appointment and removal of and the rates or salaries to be paid to them. The Co-ordinator shall at all times act on instructions embodied in resolutions of the Board and the members. They shall at all reasonable times give to the Board and members, at meetings, all information they may require regarding the affairs of the Co-op. The Co-ordinator shall not be a member of the Co-operative.

ARTICLE 10

AMENDMENTS

10.01 APPROVALS REQUIRED

This by-law shall be passed by the Board and shall not be effective until confirmed, with or without variation, by two-thirds of the votes cast at a meeting of members, where notice of the intention to pass this by-law was given with the notice of the meeting. This by-law may be amended, and further by-laws may be passed, only by following a similar procedure.

ARTICLE 11

SECTOR SUPPORT

11.01 MEMBERSHIP

The Board may apply for and hold membership in the name of the Co-op in such secondary and third level co-operatively based organizations involved in the support or promotion of co-operatives as it deems advisable.

11.02 DUES

The operating budget approved by the members shall include a provision for membership dues in and an allowance for attendance at meetings of such co-operatively based organizations.

Passed by the Board of Directors of Brighton Yards Housing Co-operative Inc. at a duly constituted meeting, on this 9th day of July 1985.

Confirmed by 2/3 of the votes cast at a duly constituted general meeting of Brighton Yards Housing Co-operative Inc., which was called for this purpose on the 9th day of July 1985.

SCHEDULE "A"
BRIGHTON YARDS HOUSING CO-OPERATIVE INC.
RULES OF ORDER

PREAMBLE:

The purpose of these rules of order is to allow the members of the Co-op to make decisions democratically. Every member has the right to be informed in advance of meetings, the right to propose motions, the right to participate in debate and the right to vote. The rules of order attempt to guarantee these rights of individual members and to ensure that the decisions at a members' meeting reflect the will of the majority.

These are the rules of order of the Co-op. The Chair will rule on any motions or points of procedure not defined here. Amendments to these rules of order may be raised as a regular item of business at a members' meeting.

- 1) **NOTICE OF MEETING** It is the right of every Member of the Co-op to know in advance where and when each members' meeting will be held and the items of business that will be presented to the Meeting.
 - a) Notices of every members' meeting must be distributed to all members at least ten days and no more than fifty days before the meeting. The notice must specify the date, time and place of the meeting.
 - b) An agenda for every members' meeting must be distributed with the notice. The agenda must specify the items of business to be presented to the meeting.
 - c) Any proposals to change the Articles of Incorporation, the by-laws, or any policy that is a schedule to a by-law must be distributed to all members at least ten days before the members' meeting at which the proposal will be considered.
- 2) **QUORUM**
 A quorum is the minimum number of members that must be present at a meeting to make decisions.
 - a) The quorum for members' meetings is the lesser of 16 members or 25% of the members.
 - b) A quorum must be present to call a meeting to order and for every vote taken at the meeting.
 - c) If a quorum is not present, the members may discuss some or all of the items on the agenda without taking any votes, or the meeting may be adjourned. On the advice of the members present, the Chair may simply adjourn the meeting until the next regular members' meeting, or may adjourn the meeting until a specific, earlier time (See By-law No. 1, Article 3.08).
 - d) If the annual general meeting is not called to order because of a lack of quorum, it must be adjourned to a specific time which cannot be later than the next regular members' meeting, and the reconvened meeting shall be called the annual general meeting.
 - e) If a meeting is adjourned to a specific time, it shall be considered the same meeting and at least two days' notice must be given, in the usual way.
- 3) **ROLE OF THE CHAIR**
 Every members' meeting is chaired by a Chairperson who is normally the President of the Board of Directors. The Chair ensures that meetings are conducted according to these rules of order. The Chair must protect the right of each member to participate in the meeting while ultimately ensuring that the decisions of the Co-op reflect the will of the majority.
 - a) The Chair performs a number of specific functions which are as follows:
 - i) ensure that minutes are being recorded
 - ii) call the meeting to order
 - iii) conduct the meeting
 - iv) maintain order
 - v) allow motions to be proposed
 - vi) take votes on motions, as appropriate
 - vii) make rulings on questions of procedure
 - viii) adjourn the meeting
 - b) The Chair is authorized to conduct the meeting and enforce the rules of order, but that authority comes ultimately from the membership. Any member may challenge a ruling by the Chair by raising a point of order [Section 8a)]. The Chair shall immediately ask the members to uphold or overturn the ruling. The members shall decide by majority vote.
 - c) The Chair will make a ruling on any item not covered by these rules of order subject, of course, to challenge by the members.

- d) The Chair is impartial and may not argue for or against a proposal while in the Chair. If the Chairperson wishes to make a motion, to participate in discussion, or to vote on an item, the Chair must be turned over to someone else (usually the Vice-President) while the item is considered by the meeting.
- e) The Chair may speak to introduce an item of business, to provide background information, to summarize discussion or to suggest a method of proceeding with the item at hand.
- f) If the vote taken on a motion is tied, the Chair must cast one vote to break the tie.

4) AGENDA

The agenda of a members' meeting specifies the items of business and the order in which they will be considered.

- a) The agenda is normally set by the Board of Directors and distributed as specified in Section 1, Notice of Meetings. Any member may request the Board of Directors to place a particular item on the agenda of a members' meeting. The agenda will reflect any decisions of previous members' meetings regarding items that should be included or their priority.
- b) The first item to be considered at every members' meeting is the proposed agenda that was distributed before the meeting. Items may be added, deleted, or reordered. The additional items must be in accordance with the provisions of Section 1, Notice of Meetings. The agenda, with any amendments, must be adapted by a majority vote of the meeting. A motion to amend the agenda during the course of the meeting may be allowed at the discretion of the Chair.
- c) The second item of business should be the adoption of the minutes of the previous members' meeting, or the minutes of any regular or special members' meeting that are available at the meeting and have not yet been adopted. The minutes should be considered, amended if necessary, and adopted.
- d) The remaining items of business will be those approved by the meeting as making up the agenda for the meeting.

5) MINUTES

Minutes contain all the decisions made at each Members' Meeting. They are an important part of the records of the Co-op and should be kept accurately and faithfully.

- a) Minutes must be kept at each members' meeting. The Chair must ensure that there is a recording secretary for the meeting and must assist them in recording the minutes of the meeting.
- b) Minutes of every regular and special members' meeting must be adopted at a subsequent meeting, preferably the next members' meeting. This is to ensure that the minutes accurately reflect what happened at the meeting.
- c) Minutes should be recorded in a consistent format and must contain the following:
 - i) identification as minutes of a members' meeting of the Co-op; and including date, time and place of the meeting and the number of members present at the meeting
 - ii) the name of the Chair and Recorder
 - iii) all motions made at the Meeting with the mover and seconder
 - iv) whether the motion was carried or defeated and the complete wording of the motion, including any amendments
 - v) the time of adjournment
- d) An official copy of all minutes must be kept in the Minute Book under the care of the Corporate Secretary of the Co-op and be open to reasonable inspection by any member of the Co-op. The official copy should have attached to it the agenda for the meeting as distributed and copies of any reports or proposals relating to items discussed at the meeting that were distributed before, or available at, the meeting. Once the minutes have been adopted at a subsequent members' meeting, the President and Recording Secretary should record any amendments in the official copy and sign it to attest to its accuracy.

6) CONDUCT OF BUSINESS

For most items of business, a decision by the Members' Meeting is required. Decisions come about as follows:

- the item is introduced
- a proposal, or motion, is made
- motion is discussed and, possibly, amended
- the meeting makes a decision by voting on the motion

a) Motions

Each item of business is introduced by the Chair or presented by the sponsor (the member who asked for

the item to be on the agenda). The sponsor may have a specific proposal or, after some discussion, it may become apparent that the Co-op should make a decision about the item. The sponsor or any other member may request the meeting to accept a proposal by “moving” it as a motion. The motion must be supported by at least one other member who agrees to “second” the motion

Main motions should be submitted in written form, if possible, to aid the Chair and the Secretary. (This does not include procedural motions.)

b) Speaking

Once a motion is moved and seconded, it is debated by the members with debate regulated by the Chair. Speakers should speak for or against the proposal and the Chair may rule a speaker out of order if their comments are not relevant to the motion. Speakers may ask questions about the motion which will be answered by the Chair or, at the discretion of the Chair, by the sponsor

All remarks should be addressed to the Chair and not to any particular member at the meeting. Each speaker may speak for a maximum of five minutes at a time. At the discretion of the Chair, no member may speak more than once on the same item until members present who wish to speak have done so.

All people who wish to speak must raise their hand until acknowledged by the Chair. The Chair will keep a “speakers list” of all people who wish to speak and call on them to speak in order.

c) Amendments

During debate on a main motion, amendments to the motion may be introduced. An amendment may delete part of the main motion, add to it, or change parts of it, but cannot be contrary to the intent of the motion.

An amendment must be moved and seconded. If the mover and seconder of the main motion agree to the amendment, it immediately becomes part of the main motion as a “friendly” amendment. If they do not agree, a vote must be taken on the amendment to decide if it will become part of the main motion.

Once an amendment has been moved and seconded, all speakers must address the amendment rather than the main motion. The Chair will keep a separate speakers list for the debate on the amendment.

Rather than allow amendments to amendments, the Chair may entertain more than one amendment as long as they would change the same part of the main motion.

When the meeting is ready to vote on the amendment(s), the Chair will review all the amendments and then take a vote on each. Those that pass are incorporated into the main motion. Debate then continues on the main motion as amended, using the main speakers list, until the meeting is ready for the vote on the main motion or another amendment is proposed.

Occasionally, a member wishes to amend a motion by replacing it with a whole new motion. This is not allowed as a valid amendment. However, the member may briefly outline the substitute motion and either ask the mover to withdraw the motion on the floor or urge the meeting to defeat it so that the substitute motion can be proposed.

d) Withdrawing A Motion

The mover of a motion may withdraw the motion from the floor. This would be done if the mover has decided no decision should be made at this time, or to allow a substitute motion to be made.

Once every member has had a chance to speak for or against a motion, the Chair calls for a vote. Normally, votes are taken by a show of hands with the Chair asking first for “all those in favour” and then “all those against”. Motions are decided by simple majority unless otherwise required by the by-laws or these rules of order. The meeting may decide, by majority vote, to vote on any motion by secret ballot. The person acting as Chair of the meeting at the time of the vote shall not vote unless the vote is by ballot or unless the Chairperson’s vote would break a tie. In no event shall the Chairperson have a second or casting vote (See Section 9, Voting).

7) PROCEDURAL MOTIONS

Procedural motions are designed to influence the order or manner in which the business of the meeting is conducted rather than to make decisions on items of business.

a) Calling the Question

During the debate on a main motion or amendment, any speaker who has not yet spoken on the item may call for a vote on the motion or amendment or “call the question”. This can be done as a point of order [See Section 8a)], rather than in turn from the speakers list.

“Calling the question” is an attempt to end debate on a motion and vote without allowing further discussion. Because a motion to “call the question” may take away some members right to speak, it should be used carefully. Before proposing to “call the question”, there should be some indication that most members have made up their minds and that speakers are not contributing any new arguments

A motion to “call the question” requires a seconder and may not be debated. In order to be carried, the

motion to call the question requires a 2/3 majority. If the motion is defeated, debate on the main motion or amendment continues.

If the motion to “call the question” is carried, then the meeting is ready to vote on the main motion or amendment on the floor. The Chair should take the vote with no further debate, with the following exception:

It is important that every proposal receive at least a minimum amount of debate. If the motion has been “called”, there must have been at least two speakers in favour and two speakers against. If not, the Chair should call for speakers in favour until there have been at least two or until there is no one who wishes to speak in favour of the motion, and for speakers against until there have been at least two or until there is no one who wishes to speak against the motion. Once the additional speakers (if any) have finished, the vote should be taken on the main motion or amendment.

b) Deferring/Referring the Question

During the debate on a main motion or any amendment, any speaker in their turn can move to “defer the question” to a subsequent Meeting. This is an attempt to postpone a decision on the proposal being considered until a future date or until after a specific action or decision has happened.

A speaker may also move to “refer the question” to the Board or a committee for further study and recommendations.

A motion to “defer/refer the question” must be seconded. The mover or, if the mover declines, one other member may speak in favour of deferring/referring the proposal and one member may speak against deferring/referring. A vote on the motion is then taken. If it carries, the proposal is deferred/referred as per the motion. If it is defeated, debate continues on the main motion or amendment.

c) the Question

Frequently a motion contains several parts of proposals. If a member feels that one or more parts should be adopted, but others should be defeated, then a motion to “split the question” should be made. The mover should indicate which parts (if any) can remain as one part, and the order that the parts should be considered.

A motion to “split the question” must be seconded. If it is carried, then the Chair conducts debate and voting on each part in turn as though they were separate items.

8) INTERRUPTIONS

Members may only speak out of turn if they wish to raise a “point of order” or a “point of information”. To raise such a point, a member stands and, with as much courtesy as possible, interrupts the current speaker or the Chair and announces that they wish to raise a point of order or information. The Chair may accept or reject such an interruption at their discretion. If the Chair acknowledges the member, the point should be stated simply and briefly, and the member should sit down.

a) Point of Order

A point of order should be raised when a member feels that an incorrect procedure is being followed, there is a better procedure, the Chair has made an incorrect ruling, there is a lack of quorum or the question should be called. Once the point of order has been stated, the Chair will rule on its validity and, if appropriate, act on it.

b) Point of Information

A point of information should be raised when a member feels they have an important piece of information relating to the item under consideration that may save needless debate if it is raised immediately instead of at the member’s turn to speak. A point of information may not be used to express an opinion or to ask a question.

9) VOTING

A vote must be taken on every motion at a meeting for it to become a decision of the Co-operative. When there are no more speakers to a main motion or an amendment, or when “the question” has been called, the Chair will repeat the motion and call for “all those in favour”, “all those opposed”, and “all those abstaining”.

a) Each member of the Co-op who is present has one vote, except for the Chair who votes only to break a tie. No member may vote by proxy or by absentee ballot.

b) When the Chair calls for a vote, the voting will be by show of hands. Any member may move that the vote be carried out by secret ballot, which must pass with a simple majority. Should this arise, it should be treated as a procedural motion and voted on while the other motion is on the floor.

c) A majority of the votes means a majority of the votes cast, exclusive of abstentions. A simple majority means more than half the votes cast. All decisions at members’ meetings will be carried by a simple majority unless specified otherwise in the articles, by-laws, policies of the Co-op or in these rules of order.

- d) Any amendments to the articles, the by-laws, or policies which are schedules to a by-law of the Co-op require a two-thirds majority vote at a members' meeting and proper notice as specified in Section 1, Notice of Meetings.

10) RECONSIDERATION OF A QUESTION

Once a decision has been made by a members' meeting, it may be reconsidered at a subsequent meeting.

- a) The agenda for the meeting must include a "motion to reconsider" as the first part of the item.
- b) When the item comes up at the meeting, the "motion to reconsider" must be considered first. The sponsor or, if the sponsor declines, one other member must speak in favour of the "motion to reconsider" and one member may speak against it. A vote on the "motion to reconsider" will then be taken with no further debate.
- c) If the "motion to reconsider" is carried, the item is reopened for debate. If it is defeated, the item may not be debated at that meeting.

11) 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.

- a) If there are no more items of business, the Chair may declare the meeting adjourned.
- b) If the meeting decides to adjourn with unfinished items on the agenda, a "motion of adjournment" should be passed. This motion could adjourn to a special members' meeting before the next regular members' meeting to handle the unfinished business. The motion could also give specific instructions to the Board of Directors for setting the agenda for the next regular members' meeting in terms of items to include and which to prioritize.