

WILLIAM PUNNETT HOUSING CO-OPERATIVE INC.

BY- LAW NO. 3

Organizational By-law

Passed by the Board of Directors on January 14th 2014

Confirmed by the Members on

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By-law No 3 Organizational By-Law

This By-law contains the rules under which William Punnett Housing Co-operative, Inc. (the co-op) is organized. The *Canada Cooperatives Act* (the Act) and the *Cooperative corporations act* regulate the co-op. Certain parts of the Acts contain rules which are not included in this By-law. Members should refer to them when questions come up.

Article 1: About This By-law

1.1 Priority of This By-law

- (a) This By-law repeals By-Law 6 Articles 1.1-X11.61, January 27th 1992 and the general By-Laws Articles 1-16, January 27th 1992. Any future by-law can only amend this By-law if the future by-law states that it is doing so.
- (b) If there is a conflict between documents, the documents will govern in the following order:
 - first, the Canada Cooperatives Act
 - second, the Cooperative Corporations Act
 - third, the operating agreement
 - fourth, the Occupancy By-law of the co-op, and
 - fifth, the rest of this By-law, the other by-laws, and the legally adopted policies, rules and regulations of the co-op.

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

Article 2: Membership

2.1 Membership

To become members of the co-op, applicants must be approved by the board of directors and become residents of the co-op.

When considering applications, the co-op must comply with the *Ontario Human Rights Code*.

2.2 Qualifications for Membership

To become members of the co-op, at least one applicant of the household must be eighteen years or older. The co-op may have other by-laws stating qualifications that applicants must have.

The board of directors may accept persons having the qualifications set forth in the membership and unit allocation By-Law for membership in the Co-op. The membership of such persons shall commence as soon as they are accepted by the board, and not earlier. When a person has been accepted for membership and has been allocated a unit prior to taking occupancy each member shall sign an occupancy agreement and make all payments required by the By-Laws.

The board of directors may refuse to accept any application for membership, and if refused any payment forwarded with it other than the credit check fee shall be refunded without interest.

2.3 Applying for Membership

- (a) Persons must apply for membership in writing on the application form that the co-op provides. All persons applying for membership are required to pay for their credit check and applications will not be considered by the board of directors until this is completed.
- (b) All members of an applicant's household who are eighteen years or older, and intend to live in the co-op, must apply for membership or if they do not, the co-op will not consider the application.
- (c) New members must
 - sign the occupancy agreement
 - pay the membership fee of \$25.00 per member, that can be changed from time to time by the board of directors
 - pay their first month housing charge
 - pay their security deposit of \$1500.00 to begin with new members moving into the Co-op after this By-Law is approved
 - Members that lived in the Co-op prior to the passing of this By-Law will be grandfathered in under the old By-Law which states "pay their security deposit equal to one month's housing charge for all members that moved into the co-op after November 2007. The security deposit is to be topped up whenever there is a housing charge increase."
 - agree to abide to the terms of the participation policy attached to this By-LawApplicants will still become members even if they do not do the above, as long as they comply with 2.1 of this By-law.
- (e) If long-term guests are permitted as part of an applicant's household, the long-term guests and the member must sign a long-term guest agreement as stated in the Occupancy By-law.

2.4 Transfers and Withdrawals

Members cannot transfer their membership to any other person. Rules that apply to withdrawing from membership are in the Act and Articles 7 and 8 of the Occupancy By-law. Membership ends when a member dies.

Article 3: *Members' Meetings*

3.1 Annual Members' Meetings

The co-op must hold an annual members' meeting within eighteen months after incorporation. After that first meeting, annual meetings must be held no later than

- fifteen months after the last annual meeting, or
 - six months from the end of the co-op's fiscal year.
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3.2 Regular Members' Meetings

The board must call regular members' meetings at least one time per year. This meeting is in addition to the annual meeting.

Voting for the board of directors will take place at the annual meeting.

3.3 Special Members' Meetings

The board of directors or the members can call a special members' meeting. Members' meetings can also be called as stated in Article 4 of this By-law.

3.4 Place of Meetings

Members' meetings must be held in the Municipality of Metropolitan Toronto.

3.5 Notice of Members' Meetings

Notice of any members' meeting must be given to the members not less than ten days or more than forty days before the date of the meeting. Notice must include the time and place of the meeting.

Notice must be given to everyone who is a member at least ten days before the date for the meeting. 13.2 of this By-law states rules for giving notice. 13.3 of this By-law states how to calculate the right date for giving notice.

3.6 Agenda of Regular or Special Members' Meetings

(a) The agenda for each annual meeting must include

- approving the auditor's report
- approving the financial statements
- appointing the auditor for the next year
- election of the board of directors

The agenda must also include the general nature of any other business to be dealt with at the meeting. Members can only deal with or discuss agenda items at the meeting. If members wish to have an item added to the agenda, it must be submitted in writing 30 days prior to the meeting.

(b) The board sets the advance agenda for all members' meetings. The notice calling the meeting must either include the agenda or be sent with the agenda. The notice must state the general nature of the items that the members will consider.

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

Members can add items to the advance agenda as stated in 3.6(d) and (e) of this By-law.

(c) At the meeting the members can adopt the advance agenda with or without changes. However, only those items that were included in the notice of meeting or advance agenda distributed by the board, or in a notice as stated in 3.6(d) of this By-law, can be voted on. Items added to the

agenda under 3.6 of this By-law must be within the authority of the members as stated in 4.1 of this By-law.

- (d) Members can have any item put on the advance agenda. However, members must give the coordinator written notice of the item at least 40 days before the deadline for sending out the notice of the meeting.

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

- (e) A copy of a proposed by-law or budget does not have to be given with the agenda or notice of meeting. However, a copy must be given to each member as stated in 13.2 of this By-law at least 10 days before the meeting.

3.8 Quorum at Members' Meetings

- (a) Quorum at members' meetings means the minimum number of members who must be present for the co-op to hold a members' meeting and make decisions or transact any business.

If there is no quorum, anything discussed has no official status.

- (b) Twenty five of the members make up a quorum.
- (c) A meeting must be called off if a quorum has not arrived within thirty minutes after the meeting is scheduled to start. The presiding officer shall adjourn the meeting to a date not less than seven and not more than fifteen days later. There must be at least two days' notice of the continued meeting.
- (d) If a full quorum has not arrived after the continued meeting is scheduled to start, the quorum for that meeting will be 5 members of the cooperative.
- (e) If members have requisitioned a meeting and there is no quorum present thirty minutes after the meeting was scheduled to start, the meeting must be called off. Those present do not have the right to continue the meeting as in 3.8(c). The board does not have to call another meeting in response to the requisition.

3.9 Attendance by Non-Members

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

3.10 Record of Attendance

The coordinator is responsible for recording the names of all persons who attend members' meetings.

3.11 Conduct of Members' Meetings

The **Rules of Order** are a part of this By-law and are attached as Schedule A.

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

3.12 Voting

- (a) Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time that the vote is held.
- (b) Only members who are present at the meeting can vote. Members cannot appoint anyone to stand as a proxy for them
- (c) A majority vote is needed to make any decision, unless a by-law, or the *Act*, states differently.
- (d) A two-thirds majority is needed to pass or amend by-laws.
- (e) An abstention is not counted as a vote. A tie vote will be resolved by the chair, if the chair is an outside person, the president will break the tie.

Article 4: Member Control

4.1 Powers of Board and Members

- (a) The board runs the business of the co-op. The members do not do this directly. However, the powers of the members include
 - electing directors under 5.4 of this By-law
 - removing directors under 5.11 of this By-law
 - approving the budget and housing charges under Article 4 of the Occupancy By-law
 - requisitioning directors to act under Article 4 of this By-law, and
 - appointing the auditor each year under 11.3 of this By-law.
- (b) The *Act* allows members' meetings to make decisions if
 - the by-laws or the *Act* say that a members' meeting must decide something
 - the by-laws or the *Act* give members the right to overrule a board decision
 - members follow the procedures in the *Act* and in Article 4 of this By-law.

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

- (a) Twenty five percent of the members can requisition the directors to pass any by-law or resolution. They must sign and deliver a notice to the co-op's office. The notice must state the wording of the by-law or resolution.
- (b) The board does not have to comply with the notice. If it wishes to comply, it must pass the by-law or make the decision within twenty-one days. If confirmation is required, the board must also call a members' meeting to confirm it within the twenty-one 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 twenty-one day limit.

If the board does not wish to comply with the notice, any of the members who requisitioned the meeting can call a members' meeting for that purpose. This members' meeting has the full

power to pass the by-law or make the decision. This is the only way that members can adopt a by-law that the board has not passed.

- (c) The rules for these requisitions are in section 73 of the *Canada Cooperatives Act*, and in section 70 of the *Cooperative Corporation Act*

4.3 Requisition to put a resolution on the agenda of a members' meeting

- (a) Twenty five per cent of the members can requisition the directors to put a resolution on the advance agenda for the next members' meeting. They must sign and deliver a 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.
- (b) This procedure does not allow the members to
- pass a by-law unless the board has already passed it, or
 - make a decision unless the members already had the right to make it without a requisition.
- It does allow members to remove a director under 5.11 of this By-law.
- (c) Members can have any item put on the advance agenda for a members' meeting as stated in 3.6(d) of this By-law.
- (d) The rules for these requisitions are in section 69 of the *Canada Cooperatives Act* and in section 71 of the *Cooperative Corporation Act*.

4.4 Requisition for a Members' Meeting

- (a) Twenty five percent of the members can requisition the directors to call a meeting for any purpose that is
- connected with the business of the co-op, and
 - is in agreement with the *Act*.
- They must sign and deliver a notice to the co-op's office. The notice must state the purpose for calling the meeting.
- (b) The board can include the business of the requisitioned meeting as part of any meeting that is scheduled during the time period stated in section 69 of the *Canada Cooperatives Act* and in section 79 of the *Cooperative Corporation Act*.

Therefore, it is not necessarily a separate meeting.

- (c) This right to requisition does not allow the members to pass a by-law unless the board has already passed it. This procedure is to be used when the board is not calling members' meetings as often as it should. It does not give the members any authority which they do not already have.
- (d) The rules for these requisitions are in section 69 of the *Canada Cooperatives Act* and in section 79 of the *Cooperative Corporation Act*.
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Article 5: Board of Directors

5.1 Powers and Duties of the Board

- (a) The board manages and directs the business of the co-op. It can use all the powers of the co-op, unless the *Act* or the by-laws say that a members' meeting is needed to decide on a specific matter.
- (b) The board can act only by a decision at a proper board meeting.
- (c) The board will hold regular meetings on such regular monthly days as the directors from time to time by resolution determine.
- (d) The board must carry out the list of responsibilities attached to this By-law as Schedule E.

5.2 Number of Directors and Quorum

- (a) The board is made up of eight directors.
- (b) 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.
- (c) Five directors make up a quorum to deal with the business of the co-op.

5.3 Who Can Act as a Director

- (a) The rules stating who can be a director are in section 78 of the Canada Cooperatives Act and in section 89 of the Cooperative Corporation Act. They are repeated in this By-law.
To be a director, a person must be eighteen years or older and a member in good standing of the co-op as stated in attachment G of this By-Law.
No undischarged bankrupt person shall be a director and a person who is of unsound mind and has been so found by a court in Canada or elsewhere ceases to be a director.
All directors must be a resident in Canada.
In addition to the rules in the *Act*, directors cannot be in arrears when they run for a position or during their term in office. Any director who is in arrears will follow procedures as per the director in arrears By-Law of the Co-op.
- (b) Directors must be elected at a members' meeting. Members cannot be directors if they were present at a meeting and refused to accept the office. If absent, a person must agree in writing to be a director. They must do this within ten days of the meeting. If not, there is a vacancy on the board and 5.12 of this By-law applies.

5.4 Election of Directors

- (a) 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 5.12 of this By-law.
- (b) The election 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. For example, if the meeting is electing eight directors, then members must vote for eight of the candidates.

Members cannot vote more than once for a candidate. Members cannot appoint someone else to vote for them.

- (c) if the number of candidates for election as directors of a co-operative at a general meeting is the same or fewer than the number to be elected at that meeting, the chair may declare the candidates to have been elected by acclamation.
- (d) Members can vote only during a proper meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a 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.

5.5 Procedures for Elections

- (a) The board will appoint an election officer for the election meeting; the members can approve this appointment for the meeting or appoint someone else. If no one is appointed, the chair can perform the duties of the election officer or appoint someone else.
- (b) The candidates who receive the greatest number of votes are elected to the board. The election officer or committee counts the votes and announces the results. The officer should not announce the number of votes that each candidate got or the order in which they finished.
- (c) A second election must be held immediately if there is a tie for the final position on the board. In the second election only the candidates who were tied for the final position can be on the ballot.
- (d) If a quorum is present and a member moves to have a recount immediately after the results are announced, and **ten** members agree, there must be an immediate recount with scrutineers present. Detailed results must be announced.
- (e) After the election, the election officer or committee must return the ballots to the ballot box. The ballots must be kept in a sealed container in the co-op office, or some other safe place, for **48 hours**. Then the officer, staff or any designated person as determined at the meeting can destroy the ballots.

5.6 Term of Office

- (a) The directors will have staggered terms. All directors will be elected to two year terms.
- (b) Unless they resign or are removed, directors serve until the first board meeting following the election of their successors.

5.7 Conduct of Individual Directors

Each director must

- act honestly, in good faith and in the best interests of the co-op at all times
 - attend all board and members' meetings, unless excused by the board
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- prepare for all meetings, and
- keep confidential any private information about the affairs of the co-op, its members or staff.
- Agree to abide by the Board of directors policy attached to this By-Law
- Agree to abide by the director in arrears By-Law of the Co-op

5.8 Indemnification of Directors

- (a) The co-op will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by section 101 of the Canada Cooperatives Act and section 110 of the Cooperative Cooperation's Act. This includes paying for any judgment or costs against directors and officers less any costs that result from failing to comply with their duties to the co-op. The co-op will indemnify all employees to the same extent. The co-op should sign an agreement promising to do this. The co-op can use the sample agreement form that is attached to this By-law as Schedule C.
- (b) The co-op must purchase insurance to cover this liability.

5.9 Resignation of a Director

A director can resign by giving written notice, delivered either to the president or to the co-op office. The resignation will not take effect until the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

5.10 Removal of a Director

(a) **Members can remove a director**

The members can remove any director before the end of the director's term. Notice that a motion will be made to remove a director must be given at least **40** days before the meeting. This motion must be passed by a majority vote.

(b) **The board can remove a director**

The board can remove a director by majority vote if the director

- is absent from **three** consecutive board meeting without permission or proper excuse
- has broken the confidentiality rules in Article 10 of this By-law
- is in arrears
- has not carried out the other responsibilities of a director, or
- has not carried out the responsibilities of a member or has broken the co-op's by-laws.

The board must give written notice to the director of the board meeting held to discuss the recommendation.

The notice must state:

- i. the time and place of the meeting, and
- ii. the reasons for the recommendation of removal

Notice must be given to the director at least **seven** days before the meeting.

The director can appear and speak at that board meeting. The board decides and votes on the recommendation without the director present.

If the board votes to remove a director, it must present a resolution to the next members' meeting.

The director ceases to be a director on the date that the board passed the resolution, unless the membership overturns the decision at the next members meeting.

5.11 Vacancy

(a) When the members remove a director

The members can elect any qualified person to replace the director for the rest of the term of the former director unless there are three months or less until the annual meeting, in which case the Board may appoint a member to the Board for the unexpired portion of the term. If the members do not do this, then 5.12(b) applies.

(b) When vacancies occur for any other reason

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.

The appointment takes effect immediately. But the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

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

(c) 5.4, and 5.5 of this By-law apply to filling vacancies

5.13 Board Meetings

(a) Place of meetings

Board meetings must be held within **the Municipality of Metropolitan Toronto**.

(b) Regular meetings

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

(c) Special meetings

The board can hold special meetings. A special meeting can be called by a decision of the board, by the president or vice-president.

Each director must be given at least **two** days written notice of a special meeting. The notice must state the general nature of the meeting's business. Meetings of the board may be held anytime without formal notice if all of the directors are present or those absent have waived notice, or have confirmed in writing that the meeting may be held in their absence.

(d) Emergency meetings

A special meeting of the board can be called on less than **two** days' notice if

- there is an emergency, and
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- a quorum of directors is present at the meeting, and all directors have been notified of the reason for the meeting.

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

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

(e) **Agenda of a board meeting**

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

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

(f) **Giving up the right to a notice**

Directors can give up their right to a notice. This must be done in writing.

(g) **Chair**

The chair of board meetings can be either the president or another person chosen by the board.

(h) **Voting**

A majority vote is needed to make a decision unless this By-law states differently.

(i) **Procedures**

This By-law's procedures for members' meetings and the Rules of Order also apply to board meetings except when this By-law states differently. Procedures at board meetings will be the same as members' meetings with all appropriate changes.

(j) **Taking part in meetings**

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 the directors must be able to hear each other.

5.14 Members, Non-Members and Employees at Board Meetings

Members 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. Staff of the co-op can be present at all board meetings except for meetings where for those meetings where negotiations regarding the staff are under review. Persons who are not directors can speak with the board's permission, but they cannot make motions or vote.

5.15 Minutes of Board Meetings

- (a) The minutes, or brief summaries, of all board meetings should be made available to members as soon as possible after the meeting where they are approved.

For example, this can be done by publishing them in the co-op newsletter, sending them to members' units, or putting them up in a prominent location in the co-op.

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

- (b) Confidential minutes must only be available to board members unless the board decides otherwise.

Article 6: Officers

6.1 Meaning of “Officers”

Unless this By-law or the *Act* states differently, the word “officers” means only the officers as stated in this article. It does not refer to employees of the co-op.

6.2 Election of Officers

- (a) The board elects the following officers annually, or more often as needed:

- president
- vice-president
- secretary
- treasurer

All officers will be elected at the first meeting after the board’s election. The board can fill vacancies as necessary. The board can elect any other officers and give them any authority and duties.

- (b) All officers must be members of the co-op. Only the president and vice-president must be directors.

The office of president or vice-president becomes vacant as soon as the office-holder resigns, or is removed, as a director.

6.3 Removal of Officers

This section deals with removing an officer. 5.11 of this By-law deals with removing a director.

- (a) A majority of the board can remove any officer by a decision at any time and for any reason. Notice of this decision must be given to all directors.
- (b) If the officer is not a director, the officer is also entitled to notice of the meeting and the opportunity to be heard at the meeting.
- (c) The directors can immediately choose another qualified director to fill the officer’s position by a majority vote.

6.4 Resignation of Officers

This section deals with the resignation of an officer. 5.10 of this By-law deals with the resignation of a director.

An officer can resign by giving written notice to the president or the office of the co-op. The resignation takes effect when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

6.5 The President and Vice-President

- (a) The president
 - gives leadership to the co-op
 - follows the decisions approved at board and members' meetings
 - co-ordinates the work of the board, committees, members and staff
 - signs all instruments which requires their signature
- (b) The president and vice-president work together to carry out the above responsibilities. They decide how they will share them. They review their roles regularly to make sure that they are carrying out all the responsibilities. The vice president shall perform all duties of the president in their absence.

6.6 The Secretary

- (a) The secretary must ensure that
 - all required notices of board and members' meetings are given
 - all the necessary documents for board and members' meetings are provided
 - the minute book of the co-op is kept up to date
 - all legally required notices are given, such as the notice of meetings
 - all necessary notices are filed with the Ministry of Financial Institutions
 - complete minutes of all board and members' meetings are kept and distributed before the next meeting
 - copies of all new by-laws are given to the members as soon as possible after they are confirmed.
- (b) The secretary will not personally perform these duties if they are part of staff duties. The coordinator or manager must see that all the staff duties are done and that legal requirements are met.

6.7 Recording Secretary and Corporate Secretary

The board can appoint a recording secretary and a corporate secretary.

- (a) A **recording secretary** takes and distributes the minutes of board and members' meetings.
- (b) A **corporate secretary** is responsible for all the other duties of the secretary.

6.8 The Treasurer

The treasurer must understand and review the co-op's finances and report on them to the board, the finance committee if applicable and the members. The coordinator or manager is responsible for the day-to-day financial management of the co-op.

Article 7: Staff

7.1 Employment of Staff/Management Companies

- (a) The board hires employees/management company to fill all staff positions.
- (b) An employee that is a coordinator cannot live in the co-op.

Article 8: Committees

8.1 Creating Committees

There are two ways to create a committee.

- (a) The board can create a committee. It can decide on the duties of the committee and appoint the committee's members.
- (b) A members' meeting can create a committee. The members' meeting can decide on the duties of this committee and appoint the committee's members. These duties are limited by 8.2(b) of this By-law. If the members' meeting does not decide on the duties, the board can do so.

8.2 Role of Committees

- (a) Each committee reports to the board at least quarterly.

Article 9: Conflict of Interest

9.1 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 rather than in their own interest.

9.2 Payment of Directors and Officers

- (a) Directors and officers serve without payment of any kind. However, they have the right to be paid for travelling or other expenses while doing business for the co-op as long as the expenses are reasonable. The board must authorize these expenses. These expenses must meet the guidelines and limits set by the board.
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.
 - (b) Directors and officers hired by the co-op to a paid position must resign from office. This does not apply to being the on-call person for after hour emergencies.
 - (c) The directors of the cooperative may for the purpose of fulfilling its obligations cause the co-op to enter into agreements with Canada Mortgage and Housing Cooperation, and to obtain loans under the National Housing Act of Canada. While any such agreement is in force or loan s
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outstanding all applicable requirements under the Act and all obligations under the agreement and all conditions of the loan shall be and remain binding on the Cooperative.

9.3 Types of Conflict of Interest

- (a) 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 their households and relatives.
- (b) A conflict of interest can happen when someone living in the co-op or an employee
 - makes or takes part in a decision affecting the co-op's affairs, and
 - 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 other members have.
- (c) Examples of conflicts of interest are
 - the co-op signs a contract with someone living in the co-op, an employee, or a company in which they, their household members have a financial interest or any stock, and
 - 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.

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

9.4 Deciding Whether There Is a Conflict of Interest

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

9.5 Procedures When There Is a Conflict of Interest

- (a) When a director has or may have a conflict of interest:
 - i. The director should declare the conflict of interest at the board meeting considering the matter.
 - ii. If a director does not declare a conflict of interest, but another director is aware of one, the other director can bring it up at a meeting.
 - iii. The board then decides whether there is a conflict of interest.
 - iv. If there is a conflict of interest, the director cannot vote on the matter and must not be present during any of the meetings discussing the matter.
- (b) **When a committee member has or may have a conflict of interest**

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.
- (c) **When an employee has or may have a conflict of interest**

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.

The coordinator or manager 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 coordinator or manager must follow the board's directions.

(d) **All other conflicts of interest**

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.

9.6 Members' Conflict of Interest

At members' meetings, all members can take part in discussions and vote as they wish, even if they have a conflict of interest. However, members must declare the conflict of interest before taking part in the discussion. Members can vote even if they have a conflict of interest. They must act in the best interests of the co-op as a whole.

Article 10: Information and Confidentiality

10.1 Access to Member's Files and Accounts

Members have the right to see their own personal files other than confidential files and they have the right to access their financial accounts during co-op office hours. Members may have to make an appointment. 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 does not think there is a mistake, they should explain the record to the member. If the member is still not satisfied, the member can take the matter to the board by sending a letter to the board or going to a board meeting.

Members can put written statements in their files. Confidential files are not accessible to the members. Members can request copies of their files, other than confidential files however the original files must remain in the office.

10.2 Confidentiality of Board and Committee Business

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

Confidential matters are

- personal and financial information about members and other residents
- personal information about co-op employees, and
- information about co-op business which should be kept secret to protect the co-op.

- (b) Officers, employees or members sometimes learn confidential information. They must keep that information secret and not pass it on to anyone else.
-

- (c) When the board discusses confidential matters, the minutes of these discussions must be kept in a separate section of the minute book. Only board members can see the confidential minutes at a board of directors meeting.
- (d) Directors must decide which items are confidential. They should remember that members have the right to be fully informed about the co-op's business. They must have a good reason for keeping something confidential.
- (e) Confidential or other personal information may be made available to the board as stated in the Occupancy By-law.
- (f) Directors and committee members should sign a confidentiality agreement. The co-op can use the sample agreement form that is attached to this By-law as Schedule D.

Article 11: Financial

11.1 Fiscal Year

The fiscal year of the co-op starts June 1st and ends May 31st of the following year.

11.2 Auditor

- (a) The members appoint an auditor at each annual member's meeting. The auditor can be either a chartered accountant or a chartered accountant firm.
The auditor stays in office until the members appoint the next auditor. The board will arrange for payment of the auditor if authorized by the members.
- (b) Sections 257 and 258 of the Canada Cooperatives Act and Sections 124 and 125 of the Cooperative Corporations Act state how to remove an auditor and appoint a different auditor.
- (c) The auditor must have access to the books, accounts and vouchers of the co-op at all reasonable times.
- (d) The directors, employees and officers of the co-op must provide any information and explanations which the auditor needs.

11.3 Auditor's Report

The auditor reports at the annual members' meeting on the financial statement of the co-op.

11.4 Signing Officers

- (a) The president, vice-president, secretary and the treasurer will be signing officers.
- (b) All cheques or other negotiable documents must be stamped paid, initialed and signed by two signing officers. 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.
- (c) All other documents must be signed by two signing officers. This includes any written commitment of the co-op such as a contract for work to be done. Before signing a document, the officers must make sure that the document has been properly approved.

The board can make a specific decision to appoint any officer, director or employee to sign documents, or any class of documents, for the co-op.

- (d) Signing officers must have board approval before making any commitments, or entering into contracts or obligations, for the co-op.
- (e) When authorizing a document, the board can decide its exact form. If it does not, the signing officers can approve the final document.
- (f) Anyone who has the authority to sign documents can also put the corporate seal on a document.

11.5 Power to Borrow

- (a) The board can
 - borrow money on the credit of the co-op
 - issue, sell or pledge securities of the co-op, and
 - use the property of the co-op as security for a loan or payment of a debt.
- (b) The co-op has or will get a first mortgage loan under a government program. The board may authorize this loan without a special resolution. This includes preliminary funding prior to taking out the first mortgage.

The board must pass a special resolution to obtain any new first mortgage if the co-op has units ready for occupancy. The board does not have to pass a special resolution if it is renewing or refinancing an existing loan without increasing the principal.

11.6 Investment of Co-op Funds

- (a) The board can invest co-op funds in government bonds, treasury bills or other securities backed by the governments of Canada or Ontario. The board can deposit funds with a
 - credit union
 - chartered bank
 - trust company
 - investment company or
 - Province of Ontario Savings Office.

The board must not invest co-op funds in any investment or security other than those mentioned above without the approval of the members.

- (b) If there are any reserves or special funds, money earned on them will be put back into the funds.
 - (c) When investing funds the board must comply with any limitations in the co-op's agreements with funding authorities.
-

Article 12: Notice

12.1 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.

12.2 Delivery of Notice

- (a) Except where the *Act* states otherwise, the co-op needs to give only one notice per unit. Any notice or other document can be
- handed personally to the member
 - left with an adult in the member's unit
 - left in the mail box
 - delivered by mail to the members , or
 - put in the member's box in the co-op's internal mail box system.
- (b) These rules do not apply to notices given to members when they are being evicted. The rules for eviction notices are in 10.3 of the Occupancy By-law.

12.3 Calculating Time for Notices

When calculating the time for a notice, the date on which the notice is given is not counted, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Thursday, October 21. The By-law says that there must be a notice of ten days. Counting back ten days, including the day of the meeting, this count will end at Tuesday, October 12. Therefore, notice should be given on or before Monday, October 11. Weekends are included when counting.

CERTIFIED to be a true copy of By-law No. 3 of William Punnett Housing Co-operative Homes, Inc., passed by the board of directors at a meeting held on the 14th day of January 2014 and confirmed by a two-thirds majority at a meeting of members held on the _____

c/s
Secretary

Schedule A

Rules Of Order for Members' Meetings

These are rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments to explain the meaning of the rules. The comments are not part of the rules.

1. Chair

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

- i. If the board has not appointed a chair, the members can choose the president, the vice-president or anyone else to chair members' meetings. A person can be appointed to chair one meeting or a series of meetings. If the board has appointed a chair, the members must approve that person to chair members' meetings. If the members do not approve that person, they can appoint someone else.
- ii. 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.
- iii. 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.
- iv. The chair does not vote unless there is a tie or the vote is by secret ballot. If there is a tie on a secret ballot, the chair cannot vote a second time. The chair must be a member in order to vote.

2. Motions

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

- i. The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it.
- ii. The chair can present an item on the agenda, and ask if any member wishes to make a motion.
- iii. 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.
Another member must "second" a motion. Otherwise, members cannot discuss the motion.
Members can only discuss one main motion at a time.

3. Speaking

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

Members speak as follows:

- i. They can ask questions. The chair or the member who moved the motion answers the questions.
 - ii. They can speak for or against the motion.
 - iii. They speak to the chair.
-

- iv. Each speaker normally speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
- v. 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.

4. 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 has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

(a) Friendly Amendments

A member can ask that the mover and seconder of the main motion accept an amendment as "friendly". If they agree that it is a "friendly" amendment, it becomes part of the main motion.

(b) More Than One Amendment

The chair can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion, or
- a second amendment would change the terms of the first one.

The chair can limit the number of amendments at any one time. After the meeting deals with them, the chair can allow members to move other amendments.

(c) Order of Voting on Amendments

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

Any amendment 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.

(d) Majority of Votes

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

5. Withdrawing a Motion

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

6. Voting

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

(a) Majority

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

A simple majority vote is more than half of the votes cast, without counting abstentions. A two-thirds majority is two-thirds of the votes cast without counting abstentions. If the co-op votes by ballot, a spoiled ballot will not be considered a vote cast.

(b) Chair

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

7. Motions about Procedure

(a) Calling the Question

A member who wishes to end the discussion can call for an immediate vote by saying "I call the question" or "I move to end the debate". This motion to **call the question** needs a seconder. The chair will immediately ask members to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed. If the motion **to call the question** is carried, the members then vote on the main motion or amendment. If the motion **to call the question** is defeated, members can continue to discuss the main motion or amendment.

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

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

- defer the question
- refer the question, or
- table the motion.

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

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

Motion to **table the motion**: This motion needs a seconder. Members do not debate it.

(c) Motions that Waste Time

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

8. Interruptions

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

- a point of order
 - a point of information
 - an appeal against the chair's ruling
-

- a question of privilege.

They can also speak out of turn if they wish **to call the question**.

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

Members who have an important piece of information or a question which will save time in the discussion can raise a **point of information**.

Members can **appeal** when they think a ruling of the chair is not correct. 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 the vote. The chair does not vote.

If the vote is tied, the chair's ruling is confirmed.

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

Schedule B
Agreement To Be A Director
William Punnett Housing Co-operative Inc.

I agree to be a director of the co-op.

I agree that any director can participate in a board meeting by telephone or other communication equipment as long as all persons in the meeting can hear each other.

I agree to abide by the board of directors policy and the directors in arrears By-law

Name:

Signature:

Date:

Schedule C
Director's Indemnity Agreement
William Punnett Housing Co-operative Inc.

To:

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You have agreed to be a director. The co-op agrees to indemnify you to the maximum extent permitted by section 101 of the Canada Cooperatives Act and section 110 of the Cooperative Cooperation's Act. This includes paying for any judgment or costs against you less any costs that result from failing to comply with your duties to the co-op.

Signature for the co-op:

Co-op:

By:	Date:
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Schedule D
Confidentiality Agreement
William Punnett Housing Co-operative Inc.

Confidential information is

- personal and financial information about members
- personal information about co-op employees, and
- information about co-op business which should be kept secret to protect the co-op.

I agree that I will keep secret any confidential information that I know through my position with the co-op unless authorized by the board of the co-op. This applies while I am a member of the co-op and after I leave the co-op.

Name:

Signature:

Date:

Schedule E

Board Responsibilities

The board has the following responsibilities:

Members

- approves or rejects membership applications as stated in the by-laws
- sets the advance agenda for all general 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, and
- makes sure that education about co-operatives is available to members.

Finances

- oversees the financial affairs of the co-op
- makes financial decisions for the co-op, and
- makes sure that the co-op has enough insurance coverage.

Organization

- makes sure that the by-laws and continuing resolutions of the board are adopted and reviewed regularly
- gives a clear outline of the responsibilities of staff, committees and members
- directs and coordinates the activities of all committees
- makes sure that the co-op's property is well maintained, and
- involves the co-op in the broader co-operative movement and in the local community.

Employees

- hires, fires and directs employees as stated in the by-laws
- sets the salary and employment terms of employees, and
- makes sure that education about co-operatives is available to employees.

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

Schedule F
William Punnett Housing Co-operative Homes, Inc.
Directors' Code of Conduct and Ethical Agreement

Intent

The intent of this By-Law is to consolidate all documents regarding the ethical conduct of directors and the community's standards with respects to directors fiduciary/ trustee responsibilities, member/director payment of housing charges, and director interpersonal conduct.

All members, who agree to act as directors for William Punnett Housing Co-operative Homes, Inc. will be required to sign this agreement. Directors who do not sign this agreement will not be eligible to act as directors.

1. I, _____, agree to be a director of William Punnett Housing Co-operative Homes, Inc.
2. I agree to use the powers and undertake the duties of my office honestly, in good faith and in the best interest of Name of Co-op. I agree to perform my duties with care, skill and diligence as any reasonably prudent person in comparable circumstances.

Initial here: _____

3. I will observe, honor and comply with the following
 - a) The Canada Cooperatives Act;
 - b) The Co-operative Corporations Act of Ontario;
 - c) The Co-op's Article of Incorporation and By-laws;
 - d) Policies adopted and approved by the Board of Directors and the Membership;
 - e) Decisions and resolutions of the Membership;
 - f) Government legislation and regulations affecting the Co-op
 - g) Agreements and contracts with third parties.
4. Where possible, I agree to avoid conflicts of interest, both direct and indirect. If a conflict of interest situation happens, I agree to declare a conflict of interest when it occurs, or as soon as it comes to my attention. This includes any co-op contract, business or proposed business as soon as it occurs. I agree to follow the rules and procedures about a conflict of interest as set out in By-law # 12, Conflict of Interest By-law. These procedures are in addition to, and do not replace, the requirements of the provincial statutes or common law.

Initial here: _____

5. I agree to put my duty to the Co-op and the members before my own interests. I agree to work together with other directors for the good of the co-op. I will not let personal dislikes and grudges affect my decisions.
-

*Initial here:*_____

6. I agree to keep secret all information regarding any matter that the board decides is confidential. This means that I will not discuss confidential information outside of board meetings. If I am uncertain or don't know if something is confidential, I will ask the Board for a decision on the issue by way of a resolution of the board of Directors. This shall be recorded in the minutes of the board meeting where a matter of confidence was discussed.

Confidential information is

- personal and financial information about members;
- personal information about co-op employees, and information about co-op;
- business which should be kept secret to protect the co-op.

7. I agree that I will keep secret any confidential information that I know through my position with the co-op unless authorized by the board of the co-op. This applies while I am a member of the co-op and after I leave the co-op.

*Initial here:*_____

8. I agree to abide by the Confidentiality agreement for directors, members, committee members & staff.
9. I agree that I will carry out my duties as a director or officer of the board as outlined in the Board Responsibilities attached to the Organizational By-Law.

*Initial here:*_____

10. I agree to state my position clearly when the board is making an important decision. I also agree to state my opinion when I disagree with a proposal the board is considering. I agree to remain open to other director's points of view and opinions. I will not act defensively when members question or disagree with the boards' decision.
11. I agree to support the Board of Directors decision, policies and positions outside of board meetings, even if I do not agree with them.

*Initial here:*_____

12. I agree to support the Co-op's staff as they carry out the goals and directors set by the Board of Directors and/or as contained in their job descriptions.
13. I understand that as a director I have no individual authority: directors have authority only as a board. Between meetings directors have no authority unless the board has given them authority to do something. For example, the board may ask a director to meet with a member or write a letter.

*Initial here:*_____

14. I agree that any director can participate in a board meeting by telephone or other communication equipment as long as the communication is in the form of a board poll where all directors are given the same information and:
- a) all directors are contacted regarding the issue (if a director is absent for an extended period of time, with the permission of the board, they may be excluded from the poll);
 - b) all directors agree to the course of action;
 - c) all polls will be confirmed at the next regular board of directors meeting;
 - d) if any director disagrees, the poll fails and no decision can be made unless a meeting of the board is called;
 - e) a failed poll should be addressed at the next regularly scheduled board meeting.
15. I understand that the board may delegate authority to any individual director, committee, employee or member, however, the final authority and responsibility stays with the board.

*Initial here:*_____

16. I understand that the board will not tolerate racist slurs from any director. It will not allow any statements which put down, or show lack of respect for, any member of staff person, especially as these may relate to:
- Race
 - Gender
 - Sexual orientation
 - Place of origin or ethnic origin
 - religion
 - age
 - marital or family status
 - Income and employment
 - Physical, mental or developmental disability.

*Initial here:*_____

17. I agree not to owe any money to the Co-op other than:
- a) A signed payment agreement for my housing charge deposit top up for a maximum of three months
18. I understand that I will be deemed to have resigned as a director on the date:
- a) I make an assignment into bankruptcy;
 - b) I am refused a bond;
 - c) I carry out my duties as a director while under the influence of drugs and/or alcohol;
 - d) If any Board member is found in arrears they must resign immediately.

*Initial here:*_____

19. I agree that when I am in a position where my continued presence on the Board of Directors would cause embarrassment to the Co-op or would undermine the members' confidence I will:

- a) resign immediately;
- b) ask the board to determine the matter and then resign if there is a determination not in my favor; or
- c) resign where the Board makes a determination not in my favor after the board raises the matter itself.

A board determination must be made by a vote of two-thirds of the directors at the meeting after I have been given the opportunity to be heard by the other members of the board.

I have read, understood and I agree to follow this Agreement regarding Conduct of Directors.

Name of the Director

Signature:

Signature for the Co-operative
(Corporate Secretary to Sign)

Date

Definitions

For the application of this policy, personal information means:

1. Information relating to the race, national or ethnic origin, color, religion, age, sex, sexual orientation, marital or family status of the individual.
2. Information relating to the education, medical, psychiatric, psychological, criminal, or employment history of the individual.
3. Financial transactions in which the individual has been involved (e.g. credit reports).
4. Any identifying number assigned to an individual, which can lead to their identification (e.g., Social Insurance Number).
5. The address, telephone number or e-mail address of the individual.
6. An individual's blood type or fingerprints.
7. An individual's personal or political opinions.
8. An individual's income.
9. Correspondence sent to the Co-op that is of a private or confidential nature, and any replies that would reveal contents of the original correspondence.
10. The individual's name if it appears with other confidential information (e.g. housing arrears reports).

With regard to applicants and members, it may include income, credit history, subsidy, arrears, personal circumstances, health, and conflicts between members, requests for transfers for personal reasons and any requests from members that are personal in nature.

With regard to staff, personal information includes information on hiring, terminating, disciplining, salary negotiations, member complaints and problems between staff members.

Initial here: _____

Collection of Information

- Personal information may only be collected by the co-op for the purposed relating to its duties and regulations, or as otherwise authorized by law.
 - Staff must not seek out personal information about members or applicants unless it is relevant to their work.
 - Staff collecting information shall ensure that the person whose information is being collected is given written notice of:
 - a) The purpose or purposes of the collection;
-

- b) The fact that this information may be shared as necessary for the purpose of making decisions or verifying eligibility for assistance under the Act, the Ontario Disability Support Program Act, 1997, the Ontario Works Act, 1997 or the Day Nurseries Act, or as authorized by an agreement under section 309 of the Canada Cooperatives Act and under 163 or 164 of the Cooperative Corporations Act; and
- c) The name, title, business address and business telephone number of a person who can answer questions and respond to complaints about the collection, use of disclosure of the information.
- d) Prior to conducting any credit, landlord or employer checks, staff must obtain a signed consent form from the applicant or member. The consent may be part of the application form or annual declaration of income form.

Initial here: _____

Protection of Information

- The day-to-day administration of applicant, member and employee files (including information on databases) must include guarding against unauthorized access.
- Applicant/member information must be stored in a locked filing cabinet. Secure storage facilities must be provided for archived applicant/member/employee information.
- Only staff and members of the Board, where authorized by the Board, should have access to records in order to fulfill their duties.
- Databases containing files with personal information must be safeguarded from unauthorized access. Confidential electronic files must be password protected so as to limit access to those who need to know.
- The use of screen-savers can help protect confidentiality in open areas. When working on sensitive documents, a screen saver can be activated when needed to hide files from view.
- All staff has a responsibility to approach strangers in the office and direct them appropriately so that outsiders do not have unsupervised access to areas where files are kept and used.
- Personal information being disposed of must be shredded.

Initial here: _____

Release of Information

No personal information will be released without the written consent of the individual (e.g. bank checks, member or personal references). When responding to enquiries, staff

should limit information provided to the questioner and confirm only the information already by the individual.

Examples of circumstances which require that confidential information be released include:

- a) The Board: When communicating member issues to the Board, staff should use non-identifying information as much as possible. For example, arrears reports should use codes in place of the actual names of members.
- b) Funders and Auditors: The Co-op, in order to be in compliance with funding program requirements, must release information to funders and auditors. People doing these jobs have their own professional codes and are required to maintain confidentiality. Staff should facilitate their access to files, including files containing personal information, once they are satisfied that the person concerned is legitimately seeking access.
- c) Researchers: Occasionally, the Co-op may be asked to assist a researcher who may be from an academic institution or who may be independent. Authorization for such people to have access to files will depend on their credentials and the nature of their research. The board of directors must approve all such requests for personal information.
- d) Law enforcement: While the Co-op has a responsibility to respect and protect the rights of applicants and members to privacy, this responsibility must be balanced with an obligation to the broader community. Law enforcement agencies requesting personal information about applicants, members or occupants will be required to provide a written request or a warrant before it will be released.

Initial here: _____

Confidential information may be released to the police under certain circumstances:

- In the context of reporting criminal activity, staff with personal knowledge should report theft or damage to Co-op property to the police and provide full details including personal information, if applicable.
- With respect to crimes against persons, witnesses are obligated to report and provide appropriate information to the police so that charges can be laid. Domestic violence is a criminal offence and should be reported to the police.
- Suspected criminal activity if there is good reason to believe that there is a drug problem in the building; this should be reported to the police.
- Victims of crimes are responsible for reporting the crime directly to the police. However, if the victim is a child or a person with a disability that renders them incapable of making a decision to report, the legal responsibility lies with the Co-

op to report the crime to the police of the Children's Aid Society, if it has relevant information.

- a) **Protecting Health and/or Well-being:** Personal information will be provided to outside agencies, individuals and institutions when it can be clearly identified as contributing to the applicant or members benefit, for example, information about an individual's medical condition to fire department personnel. Where staff have good reasons to believe that an individual is unable to make a rational decision to consent to the disclosure of information, it may be appropriate to contact a community service agency or a relative to request assistance. For example:
- Use of an emergency contact provided by a member and held on file, i.e., contacting medical support services when a member is unable to function and maintain his/her tenancy.
 - In the case of suspected child abuse, information will be provided to the Children's Aid Society. This duty to report is required under the Child and Family Services Act, Section 72.

Initial here: _____

Breach of Confidentiality

It is a breach of confidentiality to:

1. Discuss any confidential information within or without the organization where it may be heard by individuals who are not authorized to have access to that information.
2. Provide confidential information or records to unauthorized individuals.
3. Leave confidential information in written form or displayed on a computer terminal in a location where it may be viewed by unauthorized individuals.

A breach of confidentiality may be grounds for a board member to be removed from their position as a director of the co-op. A board member who breaches confidentiality may not be covered by the co-op's insurance if he or she is sued for libel.

A breach of confidentiality may be grounds for staff to be disciplined or terminated.

Initial here: _____

Confidentiality Agreement

I understand that in the course of conducting my responsibilities as a director of the co-op, member of a co-op committee, or as the staff person of the co-op, I may have access to the personal information of applicants, members, occupants and employees of the co-op. I

understand that there are legal restrictions on how this information may be collected, used, stored and disposed of, and that privacy of personal information must be respected.

I hereby agree to abide by the Co-op's policy regarding confidentiality and by the restrictions placed on this information by law, and any other statute which is now, or may later, be in force.

Name (please print)

Position (please print)

Signature

Date

Schedule G
Member in good standing

To be a member in good standing the member must pay their housing charges on time, in full and, and abide by the rules, regulations and By-Laws of the Cooperative. Members must also attend AGM and General Membership meetings as part of their participation.

Any exception to the above can be approved by the board of directors

Schedule H
BOARD OF DIRECTORS POLICY

RESPONSIBILITY OF EACH DIRECTOR

Each and every director has the following responsibilities:

To attend all meetings of the Board and GM, to be in attendance until the end of the meeting, unless excused.

To arrive on time

Inform the office or the President ahead of time if you cannot attend

No director's children are to be at these meetings

To be prepared for all meetings

To act honestly, in good faith and in the best interest of the co-op

To keep confidential matters such as legal dealings, personal and private information about members and staff

To support board decisions and recommendations at AGM meetings even if you disagreed with it at first

Avoid interrupting a director while they are speaking

If you have something to add to any discussions the Board is having, do not be afraid to speak up.

PASSED by the Board of Directors of the William Punnett Housing Co-operative Inc. and sealed with the Corporate Seal of the William Punnett Housing Co-operative this 14th day of January 2014.

President

Corporate Secretary