

 CHF Canada

AGM

#CHFCanada2020

**JUNE 13
2020**

Virtual Annual Meeting

Information Book

www.chfcanada.coop/agm2020



@chfcanada

coop

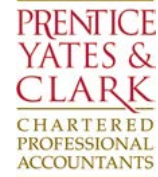
Thank you to our sponsors



IRC Building Sciences Group
CONSULTING | ENGINEERING | DESIGN



DESIGN • PRINT • MAIL
1806 CARLING AVE.



Thank you to our volunteers

This year's group of local volunteers, led by the incomparable **Tina Hiscock** from Needham Housing Co-operative, deserves an extra special thank you.

As soon as the 2019 Annual Meeting wrapped, Tina and her team got to work planning the 2020 Halifax edition. Over the past year, they have poured their creativity, ideas and hard work into organizing what was going to be one of our best Annual Meetings yet. While no one could predict what was in store for this spring, we know that when we return to Halifax in 2022, the wait will be totally worth it!

Our most heartfelt thanks go to:

Eric MacDonald
Needham Housing Co-operative

Krista Campbell-MacDonald
Needham Housing Co-operative

Mikaila Borden
Needham Housing Co-operative

Sheila Borden
Needham Housing Co-operative

Brad Hiscock
Needham Housing Co-operative

Donna Tucker
Needham Housing Co-operative

Quinn Sawyer
High Hopes Co-operative

And of course, a very special thank you to our **2020 Local Planning Coordinator, Tina Hiscock**, for going above and beyond, time and time again. It's been a true joy working with you over the past year. Your vision and passion for showcasing Halifax and the east coast is so inspiring. We are so looking forward to going back to Halifax in 2022—CHF Canada members, you are in for a treat!

Halifax, NS



President's letter

Dear friends,

Normally, I would be writing this to welcome you to the host city of our Annual Meeting. This year it was going to be Halifax.

I'm as disappointed as anyone that we can't meet in person in Nova Scotia. I know how hard local volunteers and CHF Canada staff had worked to put on another fantastic meeting with an excellent selection of workshops and events, and with several exciting changes mandated by those of you who answered our member events survey last year.

But a few months ago, after we had launched the program and registration for Halifax, the world was hit with a public health emergency that required us to rapidly reassess and reset our plans. In doing so, the Board considered the options carefully. We concluded that we must do everything possible to enable CHF Canada members to meet.

We are aware this is a big departure from the usual. To the extent that a virtual meeting doesn't allow the same connection and time to discuss and deliberate and see each other, I hope you will bear with us during trying circumstances. We hope this Virtual AGM will offer a new and exciting way to conduct important CHF Canada business and for us to stay connected as a movement.

To ensure this online event will be seamless and successful experience, please consider attending our optional 'Test Your Tech' event on June 11, to test out the meeting platform and try a few practice votes. Also please sign on early during the one hour prior to the meeting start on June 13, so you can be comfortably online and ready to go.

During the national and Ontario business meetings, you'll take part in important votes on resolutions that will help set the direction and priorities of Canada's co-op housing movement, and elect directors and committee members to CHF Canada's governance.

And to cap off the meeting, we've planned something very special. There will be a free livestreamed concert by Halifax musician Joel Plaskett as a fundraiser for the [Canadian Women's Foundation's Tireless Together Fund](#) providing critical support to women and girls through the COVID-19 crisis.

I look forward to seeing you in person in Halifax eventually (we've rescheduled to 2022) and in Ottawa next year.

And I look forward to joining you online on June 13 as we gather together as co-operators in a new and exciting way!



Frank Wheeler
CHF Canada President

Special note regarding the virtual AGM

The special circumstances of the COVID-19 public health emergency requires that we conduct CHF Canada's Business Meeting online.

In order to enable us to hold this meeting on a secure, interactive platform with features for voting, elections, accessibility and bilingualism, we have secured the services of Encore and their LUMI meeting platform and team of experienced technicians. This system has successfully conducted online business meetings for several other major organizations, including the Canadian Medical Association, both during and prior to COVID-19.

An online meeting will necessarily differ in several ways from an in-person AGM.

- It will be much shorter, at roughly two hours for both the national and Ontario business meetings combined. The meeting will focus on the business of CHF Canada and the co-operative housing movement.
- Unlike prior years, there is no registration fee, and there are no travel costs to attend this meeting.
- In order to reduce risk of slow or spotty Internet connections, we will minimize the number of live presenters and pre-record some segments and reports, including candidates' speeches for elections.
- For delegate questions, comments, motions and points of order, there will be a text message feature. The chair will need to review these messages and read them to the meeting, so delegates will need to be selective, brief and to the point.
- For co-ops that have registered alternates: The meeting cannot accommodate transfer of voting from delegate to alternate during the meeting itself. Any such transfer needs to be requested to our AGM Registrar not later than 5:00 p.m. ET, Thursday, June 11.

Contents

Section 1 2020 Annual Meeting

National Business Meeting agenda.	1
Rules of Order for CHF Canada meetings	2
Action taken on 2019 resolutions	3
Resolutions policy	5
2020 resolutions	6

Section 2 Financial information

Financial resolutions	11
2019 key financial indicators	12
Report on the final 2020 and preliminary 2021 national budgets.	13
2020 budgets and 2021 forecast.	19
Non-consolidated statements.	27

Section 3 Ontario Region

Agenda for the Annual Meeting of Ontario members.	30
Action taken on 2019 Ontario Region resolutions	31
2020 Ontario Region resolutions	32

Section 4 Other information

AGM acronym guide	34
-----------------------------	----

Appendices	35
-----------------------------	-----------

National Business Meeting agenda

June 13, 2020 at 1:30 p.m. ET

1. Welcoming remarks, Meeting objectives
2. Establishment of quorum, Call to order
3. Appointment of chairperson
4. Adoption of agenda, Rules of Order
5. Special Resolution 1: Electronic member meetings
6. Approval of Minutes of 2019 annual meeting
7. Annual Report
8. Special Resolution 2: Unified and effective governance
9. Financial resolutions
 - Report from auditors and consideration of 2019 audited financial statements
 - Appointment of auditors
 - Receive 2020 operating budget and 2021 forecast
 - Approval of 2021 schedule of dues
10. Elections
 - Online regional election results
 - Presentation of candidate profiles for Board, At-large and Finance and Audit Committee, voting instructions
11. Remarks from the Honourable Ahmed Hussen, Minister of Families, Children and Social Development
12. Election results, introduction of 2020/2021 Board of Directors, recognition of retiring Directors and staff
13. Notice of next meeting
14. Announcements
15. Adjournment of the National Business Meeting

Rules of order for CHF Canada meetings

These rules of order explain the procedure used to conduct the business of CHF Canada at the Annual General Meeting. They are based on Robert's Rules of Order with some minor changes. These rules explain the most commonly used motions and how these motions affect the main motion or the conduct of the meeting.

1. Main motion

PURPOSE: To get the meeting to take some kind of action.

RULES: Debatable. Majority vote required. All other motions apply to it.

2. To amend

PURPOSE: To make some changes to the main motion without changing its intent.

RULES: Debatable. Majority vote required. Amend, reconsider, close debate motions apply.

3. To refer

PURPOSE: To refer the main motion to another body for consideration.

RULES: Debatable as to advisability of referring, and as to instructions. Majority vote required. Amend, reconsider, close debate motions apply.

4. To close debate

PURPOSE: To close debate on the motion under discussion.

RULES: Not debatable. Two-thirds vote required.

5. To table

PURPOSE: To postpone consideration of a motion, usually to a stated time.

RULES: Not debatable. Majority vote required.

6. To withdraw

PURPOSE: To withdraw any motion under consideration.

RULES: Not debatable. No vote required unless there is objection to withdrawal.

7. To appeal

PURPOSE: To appeal a decision by the Chairperson.

RULES: Not debatable. Mover states reason for appeal then Chairperson states reason for decision. Majority vote required to confirm or overturn decision of the Chairperson.

8. Point of order

PURPOSE: To correct an alleged error in the conduct of the meeting.

RULES: Not debatable. Point is decided by the Chairperson, subject to appeal. May also be used as point of information.

9. Point of privilege

PURPOSE: To propose a motion on a matter that may affect the honour, dignity or safety of the meeting or of individuals.

RULES: Not debatable. Point is decided by the Chairperson, subject to appeal. The resulting motion is debatable. All other motions apply to it. Majority vote required.

10. To adjourn

PURPOSE: To adjourn the meeting.

RULES: Debatable. Majority vote required. Not normally made until all business has been completed, except in cases of emergency.

There are two motions that have the effect of changing a decision previously made by the meeting. They are:

A. To reconsider

PURPOSE: To reconsider a vote on the main motion.

RULES: Debatable. Mover must have voted with prevailing side. Majority vote required. Table, close debate motions apply.

B. To rescind

PURPOSE: To annul a main motion.

RULES: Debatable. Two-thirds vote required. Rarely used, and not in order if the motion "to reconsider" would have the same effect.

2019 AGM resolutions

Summary of action taken and directions proposed

Resolution #1: Governance reorganization

Submitted by: CHF Canada Board of Directors

AGM action: Adopted

In 2019, CHF Canada members adopted a resolution to reorganize the Board of Directors and Ontario Council into a single governance body, consisting of sixteen seats. The resolution was supported by ninety-three percent of Ontario members and ninety-six percent of National members during the 2019 Ontario Members' Meeting, and the National Business meeting, respectively. The resolution directed the Board and Ontario Council to amend by-laws and policies necessary for the reorganization of CHF Canada's governance for the approval of members at the 2020 CHF Canada Annual General Meeting. A joint governance committee of the Board and Council oversaw this work throughout 2019 and early 2020. The committee made recommendations to the Board and Council, as a result, this work has been completed in the form of *Special Resolution 2: Unified and Effective Governance of CHF Canada* for the approval of members at the 2020 virtual AGM.

Resolution #2: 2019 Federal election campaign

Submitted by: CHF Canada Board of Directors

AGM action: Adopted

This resolution called on CHF Canada to implement a 2019 advocacy campaign during the federal election campaign to promote and build co-operative housing. The "Include Co-op Campaign" called on all political parties to finalize long-term solutions to protecting low-income members of co-operatives with federally administered agreements. The campaign also called on all parties to work with housing co-ops and communities to build more permanently affordable co-operative housing across the country. The campaign included a televised national housing debate, three national newspaper op-eds, 30 events in ridings, and 63 election candidate engagements. The resolution also secured the commitment of the federal government to work with CHF Canada on the design and launch of the second Phase of the Federal Community Housing Initiative.

Late resolution L1: Repair, renovation and remediation in housing co-operatives

Submitted by: FECHIMM

AGM action: Adopted

This resolution called on co-ops and federations across Canada to work together to advocate to the federal government to ensure existing co-op housing is maintained in a state of good repair. CHF Canada generally supports this position, and in 2019 focused its advocacy efforts on the adequacy of rental assistance programs delivered by provincial, federal, and territorial governments, such as the Federal Community Housing Initiative and the Canada Community Housing Initiative. Adequate income and rental assistance programs enable low-income households to pay economic housing charges so co-operatives remain inclusive, while also having sufficient revenues for long-term asset management planning and financing needed to maintain a good state of repair.

Furthermore, in 2019, CHF Canada's Asset and Financial Planning Services team worked with many members to examine the repairs and investments needed for their co-op homes. As a result, the team helped 6 member housing co-ops access more than \$28 million in financing to renovate and modernize, making them safer, more accessible, and energy efficient. CHF Canada helped 12 member co-operatives apply for and receive CMHC Preservation Funding, and our asset management team helped 22 co-ops acquire building condition assessments, 43 co-ops completed asset management plans. Since 2013, CHF Canada has helped forty member housing co-operatives acquire nearly \$130 million in financing to modernize buildings.

Late resolution L2: Global climate emergency endorsement

Submitted by: CHF BC

AGM action: Adopted

This resolution asked CHF Canada to endorse the efforts of individuals, communities and all levels of government in declaring a global climate emergency. In response, CHF Canada remains open to supporting effective partnerships that will promote the long term sustainability of member housing co-operatives in Canada in a manner that benefits members and is in alignment with our strategic plan.

For instance, in 2019, CHF Canada responded to a request from the Federation of Canadian Municipalities to advise on the design of their Sustainable Affordable Housing program, a \$300 million initiative that launched in April 2020. The Initiative is designed to assist affordable housing organizations, including housing co-operatives to retrofit existing units, or construct energy efficient new builds that lower greenhouse gas emissions.

Resolutions policy

Date issued: June 2002 Replacing issue of: 1998/1990/1986 Date of last review: 2017 Due for next review: 2022	Number: 1.1.4.1 Cross reference: 1.1.4.2 Authority: General members Subject: Resolutions procedure
--	---

1. The Board of Directors, the Ontario Council and members of CHF Canada may sponsor resolutions.
2. The resolutions deadline each year will be one year less 90 days from the start of the last Annual General Meeting or the Ontario Members' Meeting (the annual meetings). Members must send their resolution to CHF Canada by the resolutions deadline, if they want either annual meeting to vote on it.
3. Each year, the Board will appoint a Resolutions Committee for the annual meetings. The committee will have one director, one member of the Ontario Council, and at least three other people on it.
4. Not less than 45 days before the start of the Annual General Meeting or the Ontario Members' Meeting, CHF Canada will send copies in English and French of all resolutions to all members. The resolutions will contain the likely cost of the resolution if passed, and the Board of Directors' or Ontario Council's comments.
5. If the sponsoring members agree, similar or identical resolutions may be combined by the Resolutions Committee.
6. During the annual meetings the Resolutions Committee will present the resolutions in this order:
 - (a) by-law changes,
 - (b) policy resolutions,
 - (c) general resolutions.

The meeting may decide to change the order in which resolutions are discussed.

7. During the annual meetings, each resolution will be read aloud. The Board of Directors or the Ontario Council will be asked to comment on it.
8. During the debate on each resolution, only delegates have the right to speak. The Chair may allow others to speak, if there is time.
9. All amendments to resolutions will first go to the Resolutions Committee. The committee will put them in plain language and a standard form before they go to either meeting.
10. CHF Canada may hold workshops at the Member Education Forum of the Annual General Meeting to discuss resolutions. Delegates at these workshops may agree on amendments to one or more resolutions. If they agree, a workshop representative will give these amendments to the Resolutions Committee for discussion at the Annual General Meeting or the Ontario Members' Meeting.
11. A late resolution is one that is submitted to CHF Canada after the resolutions deadline. The meetings may discuss a late resolution only if a majority of voting delegates decide that the resolution is about an urgent matter that should be considered.
12. Resolutions failing to meet the deadline requirements, or resolutions which the assembly does not wish to consider an emergency, will be referred to the Board for consideration after the Annual General Meeting with instructions to present a report and/or recommendation at the next Annual General Meeting.

2020 Annual Meeting resolutions

Special resolution 1

Submitted by:

CHF Canada Board of Directors

Contact:

Tim Ross, Executive Director
311 – 225 Metcalfe Street
Ottawa, ON K2P 1P9
Tel: 1-800-465-2752, ext. 222
Email: tross@chfcanada.coop



This resolution is for the meeting of: ☒ all CHF Canada members ☐ Ontario members

Electronic member meetings

WE RESOLVE:

1. **THAT** CHF Canada amend By-Law No. 1, with immediate effect, to:
 - a. add a new paragraph (k) to section 3.01 (Members' Meetings):
 - i. Members meetings may be held anywhere in Canada at such time as the Board of Directors determines. Members may hold meetings by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.
 - b. add a new paragraph (d) to section 3.02 (Annual Meeting of Members):
 - i. The Annual Meeting may be held anywhere in Canada at such time as the Board of Directors determines. The Annual Meeting may be held by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.

OUR REASONS FOR THIS RESOLUTION ARE:

1. Due to the extraordinary events surrounding the COVID-19 pandemic, CHF Canada had to cancel its in-person Annual General Meeting in Halifax, scheduled for June 13, 2020. Despite the pandemic, the law requires that CHF Canada offer the members an opportunity to meet and conduct the essential business of the co-operative. By amending the By-Laws to allow for meetings by telephonic, electronic or other means, CHF Canada can fulfill its obligations to the members of the co-operative.
2. CHF Canada By-Law No. 1 already allows for meetings of the Board of Directors to be held in person and by "means of a telephonic or other communication facility." This resolution would offer the members the same opportunity.
3. CHF Canada By-Law No. 1 is silent on the manner in which members' meetings may be held. Part 6, Section 48(3) of the *Canada Cooperatives Act* does make a provision for meetings to be held by telephonic, electronic or other means, as long as meetings permit delegates to speak and to be heard.
4. The Regulations under the *Canada Cooperatives Act* also permit voting "by telephonic, electronic or other communication facility."

Proposed amendments to CHF Canada By-Law No. 1 showing changes

Article 3 – Meetings of members

3.01 Members' meetings

- (a) A Member wishing to vote at a Meeting of the Members must appoint a Delegate.
- (b) A Member may appoint an Alternate to the Delegate. The Alternate may act in the Delegate's place at the Delegate's request.
- (c) No person can be a Delegate or Alternate for more than one Member.
- (d) Each Member attending the Meeting must provide CHF Canada with the name and address of its Delegate and Alternate, if any, in the manner required by CHF Canada.
- (e) If a Member's information about its Delegate or Alternate is incomplete or changes before a Meeting where the Delegate or Alternate is to represent the Member, the Member must give the additions or changes to CHF Canada in writing before the Meeting. CHF Canada reserves the right to ask that any changes be certified by an officer of the Member.
- (f) The quorum for Meetings is 15 per cent of the Members on the date that notice of the Meeting is given. Business can be conducted at a Meeting as long as there is a quorum.
- (g) All Members in Good Standing have the right to vote at Meetings.
- (h) Each Member has only one vote. No Member can vote except by its Delegate or Alternate. Voting by proxy is not allowed.
- (i) Except where the By-Laws require a Special Resolution, any question coming before a Meeting will be decided by a Resolution passed by a majority of the votes cast on the Resolution. In the event of a tie vote, the proposed Resolution will fail.
- (j) Meetings will be conducted according to Robert's Rules of Order, with any changes approved by Members.
- (k) Members meetings may be held anywhere in Canada at such time as the Board of Directors determines. Members may hold meeting by means of a telephonic, electronic or other communication facility as permitted by the Canada Cooperatives Act.

3.02 Annual Meeting of Members

- (a) An Annual Meeting of the Members must be held each year by the last day of June.
- (b) Notice of the Annual Meeting must be sent to each Member not less than 30 Days and not more than 60 Days before the Meeting.
- (c) The agenda of the Annual Meeting will include:
 - (i) the auditor's report;
 - (ii) the consideration of the audited financial statement for the last year;
 - (iii) the appointment of the auditor for the current year;
 - (iv) the consideration of budgets and current financial statements;
 - (v) resolutions from the Board and the Members, if any;
 - (vi) the election of directors;
 - (vii) other business agreed to by the Members.

The business of the Annual Meeting will be conducted in the order approved by the Members at the Annual Meeting.

- (d) The Annual Meeting may be held anywhere in Canada at such time as the Board of Directors determines. The Annual Meeting may be held by means of a telephonic, electronic or other communication facility as permitted by the Canada Cooperatives Act.

2020 Annual Meeting resolutions

Special resolution 2

Submitted by:

CHF Canada Board of Directors

Contact:

Tim Ross, Executive Director
311 – 225 Metcalfe Street
Ottawa, ON K2P 1P9
Tel: 1-800-465-2752, ext. 222
Email: tross@chfcanda.coop



This resolution is for the meeting of: ☒ all CHF Canada members ☐ Ontario members

Unified and effective governance of CHF Canada

WE RESOLVE:

1. **THAT** the CHF Canada Board of Directors and Ontario Council reorganize into a single governance body at the close of the 2021 CHF Canada Annual General Meeting;
2. **THAT** CHF Canada amend By-Law No. 1 to reflect the composition of the new Board of Directors, as approved by the members in a Resolution at the 2019 Annual General Meeting:
 - a. 16 seats, including 3 directors elected from the members in Ontario, 1 director elected from the members in British Columbia / Yukon, 1 director elected from the members in Alberta / Northwest Territories, 1 director elected from the members in Saskatchewan / Manitoba, 1 director elected from the members in Quebec / Nunavut, 1 director elected from the members in New Brunswick / Prince Edward Island, 1 director elected from the members in Nova Scotia / Newfoundland and Labrador, 1 director elected by the Indigenous Co-operative Housing Community members, and 6 directors elected from the members-at-large;
3. **THAT** CHF Canada repeal By-Law No. 2 and the Ontario Region Operating Rules, effective December 31, 2020;
4. **THAT** CHF Canada adopt a new policy under members' authority respecting the Oversight of the National and Ontario Endowment Funds, effective January 1, 2021;
5. **THAT** the Board of Directors and Ontario Council dissolve at the close of the 2021 Annual General meeting;
6. **THAT** CHF Canada hold elections in 2021 to elect the new Board of Directors;
7. **AND THAT** the new Board of Directors take office at the close of the 2021 Annual General Meeting.

OUR REASONS FOR THIS RESOLUTION ARE:

1. The CHF Canada Board of Directors and Ontario Council created a joint committee to study and recommend improvements to CHF Canada's governance structure.
2. The committee concluded that CHF Canada's members would be more effectively served by combining the Board of Directors and the Ontario Council. The Board of Directors and the Ontario Council support the committee's recommendation. This reorganization will increase the efficiency and effectiveness of CHF Canada's governance, improve member representation, and free up resources to more effectively serve the needs of our members.
3. CHF Canada's current governance structure was developed following the merger of CHF Canada with the Co-operative Housing Association of Ontario into a single organization in 1996. The Ontario Council was established to represent and serve the interests of the Ontario members of CHF Canada. The Board of Directors, the Ontario Council and CHF Canada members all agree these responsibilities can be more effectively served under a unified board of directors.
4. CHF Canada members adopted the resolution at the 2019 AGM in London. Ninety-three percent of Ontario members, and ninety-six percent of National members supported the Resolution.
5. The Board of Directors and the Ontario Council are confident that the interests of CHF Canada's members and Ontario members can be effectively served under this new structure, making By-Law No. 2 and the Ontario Region Operating Rules redundant.
6. In consultations, the Board of Directors and Ontario Council agreed that Ontario members should continue to have authority and oversight over the Ontario Endowment Fund. This is why both bodies recommend that members adopt a new policy on the Oversight of the National and Ontario Endowment Funds following the repeal of By-Law No. 2 and the Ontario Region Operating Rules.

Attachments:

- Appendix A – Summary of Proposed by-law and policy changes 35
- Appendix B – Revised By-Law No. 1 amended extracts. 36
- Appendix C – By-Law No. 1 amendment extracts showing proposed changes 40
- Appendix D – By-Law No. 2 to be repealed 46
- Appendix E – Ontario Region Operating Rules to be repealed 53
- Appendix F – Proposed new CHF Canada policy on overview of the Endowment Fund. 60
- Appendix G – Copy of 2019 Governance Resolutions. 61

Financial resolutions for 2020 Annual General Meeting

2019 audited financial statements

WE RESOLVE THAT the audited financial statements for the year ending December 31, 2019 be received.

Appointment of auditors

WE RESOLVE THAT the firm Marcil Lavallée be appointed external auditors of the Co-operative Housing Federation of Canada to hold office until the close of the next annual meeting.

2021 schedule of dues

WE RESOLVE THAT the attached schedule of member and associate dues rates for 2021 be adopted.

2020 budgets and 2021 summary operating forecast

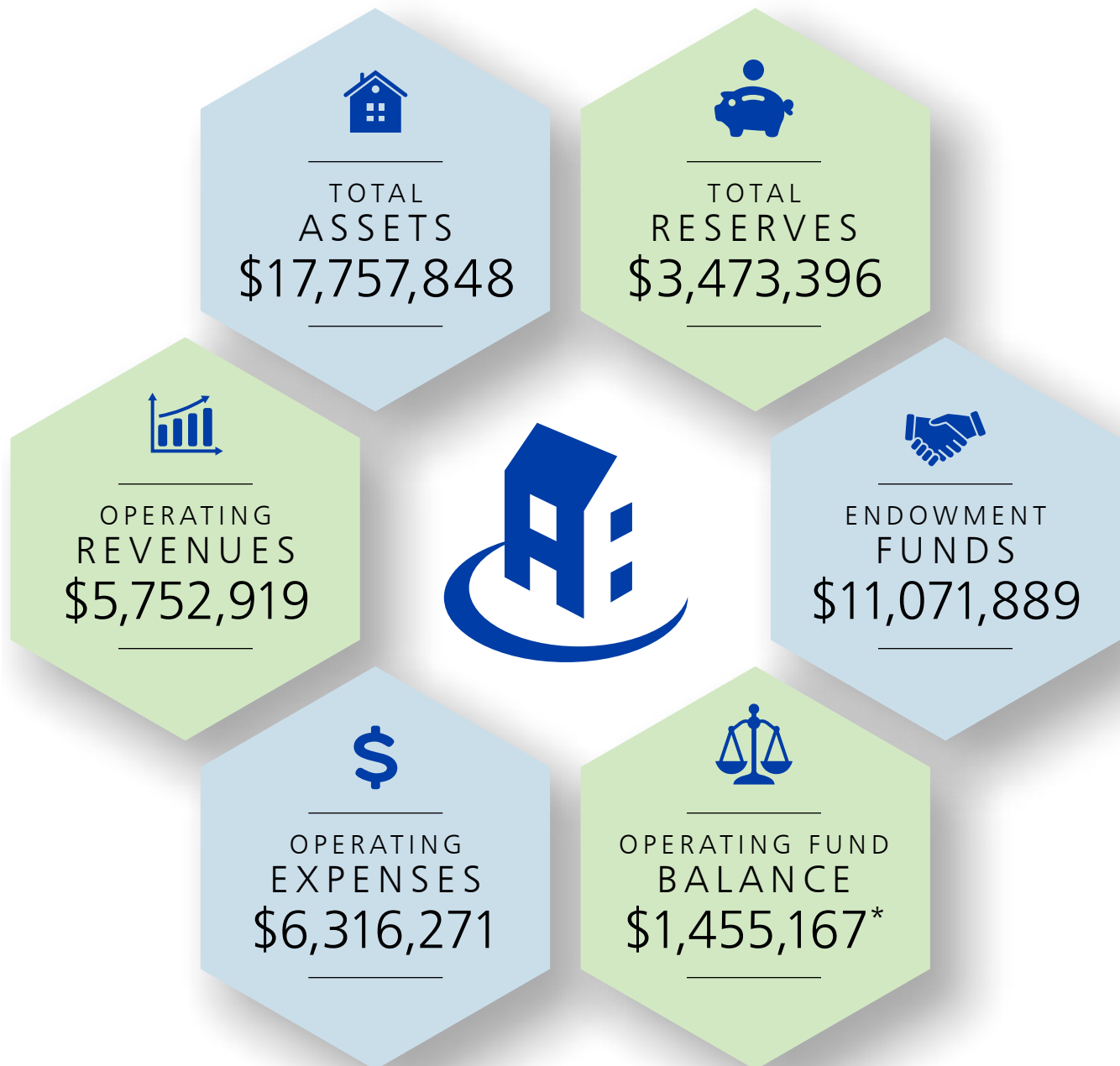
WE RESOLVE THAT the 2020 budgets for Operations and the National Endowment Fund, as finalized by the Board of Directors, and the 2021 summary financial forecast, be received.

Schedule of 2021 member and associate dues

MEMBERS	
Housing co-ops	\$4.65 per unit per month (up from \$4.55 in 2020)
HOUSING CO-OPS	
Under development	\$135 per year (up from \$132 from 2020)
Student housing co-ops	\$9.50 per bed per year (up from \$9.30 in 2020)
Resource groups	\$359 per year (up from \$351 in 2020)
Sponsoring organizations	\$1,147 per year (up from \$1,122 in 2020)
All other voting members	\$359 per year (up from \$351 in 2020)
ASSOCIATES	
Organizational	\$359 per year (up from \$351 in 2020)
Individual	\$135 per year (up from \$132 in 2020)

2019 key financial indicators

at December 31, 2019



***Operating fund balance presented as:**

unrestricted – invested in Cash \$774,994
 invested in related companies \$510,655
 invested in capital/intangible assets \$169,518

Report on the final 2020 and preliminary 2021 budgets

At the end of this report you'll find a final 2020 budget and a financial forecast for 2021 for

- CHF Canada's operating fund (including Ontario Region, Prairies Region and Southwestern Ontario operations) and
- the Endowment Funds.

For each main revenue and spending item, the budget document shows

- the actual 2019 amount
- the final 2020 budget approved by the Board
- the per cent change of the actual costs for the final 2020 budget against the actuals for the year ended December 31, 2019.

For 2021, the forecast lists the major revenue and expense areas. It is a summary forecast only, designed to show expected spending requirements and revenue estimates for the year.

At the time of preparing this report, we are in the midst of the COVID-19 pandemic. At this point, our ability to say with any certainty how this will affect our 2020 operations and budget, with so many unknowns, is limited. We continue to adjust in real time to ensure continuity of services to, and representation of, our members. We will adjust our 2020 budget and plans as necessary to continue to meet our members' continuing and evolving needs to the best of our abilities.

Budget for Operations – highlights

Increase (decrease) in surplus

The fund balance, or surplus, is detailed in the audited financial statements (p. 6). It consists of any accumulated increase or decrease in the fund surplus (which you can see in the attached 2020 budget in the 2019 actual column), unrestricted amounts invested in fixed assets and our accumulated holding in a related company. This is not the same as our reserves, and the fund surplus balance does not include the amounts held in reserves.

At January 1, 2019, the fund balance was \$1,024,604. At December 31, 2019, we added \$430,562 to the balance, bringing it to a total of \$1,455,165. This addition is an amount exactly equal to the unrealized investment gains booked at the end of 2019.

In this and future years, the fund surplus will be used as a float for unrealized gains and losses, so that our budgeting and spending are not impacted by, what can sometimes be substantial, changes in the market, which are not reflective of our actual income (either losses or gains) as they are unrealized.

Revenue

Overall, our revenues in 2019 were higher than budgeted, net of unrealized gains on investments. This was due to receiving more investment income, a higher-than-budgeted Co-operators loyalty payment, unexpected additional closings in the financial planning services program resulting in more fees received in 2019 than budgeted, additional management services fees related to the start-up of the Community Housing Transformation Centre, additional contributions to the microgrant program (which are completely offset by additional grants in member services expenditures), and some additional course fees. This, as well as some reduced spending in operations, meant that we were able to significantly reduce the planned draw on reserves and other funds this year to balance our operating costs (2019 budgeted draws of \$858,200 vs 2019 actual draws of \$31,145).

Here's where the money for our operations budget comes from:

	% THIS YEAR (2020)	% LAST YEAR (2019 ACTUAL)
member dues	53	47
annual general meeting	10	9
investment income	3	10
Co-operators loyalty program	7	9
Insurance, asset and financial services	25	22
other revenue, including sector support	2	3

Dues

Dues are our main source of revenue. With very little change expected in the projected net number of units in membership, the budgeted increase in income from dues in 2020 is primarily the result of the per month dues increase.

Subject to the approval of the delegates, dues rates will rise 10¢ per unit per month, or 2.2%, for housing co-ops in 2021.

Investment Income, net of Unrealized Gain/(Loss)

The financial markets were strong throughout 2019 resulting in \$430,561 in unrealized gains in our operating fund. Our investment income grew by \$216,202 which was higher than budgeted (\$167,400).

Given the significant decline in markets around the world in early 2020, and uncertainty around the COVID-19 pandemic end, it's very unlikely that we'll have any unrealized gains in 2020. As noted above, any unrealized losses experienced in 2020 will be applied against the fund balance. Unrealized gains in future years will again increase the fund balance.

We hold a number of equities that, while their share value has dropped, continue to pay good dividends, which along with other types of investments, we use to meet our investment income needs. We do not expect to sell any equities at a loss, but will hold them to trade until markets recover. As at the time of writing this report (mid-April), our equities that pay dividends have done so, and to the best of our knowledge will continue to do so throughout the year.

Co-operators loyalty program

As a member-owner of The Co-operators Group of insurance companies, CHF Canada is eligible to receive payments from The Co-operators' loyalty program. In 2019, we took \$580,946 into income from the loyalty payment.

Contributions to federations

CHF Canada makes financial contributions to regional federations through the Shared-Revenue Program. A new formula for sharing funds with federations came into effect in 2018. In 2019, \$127,608 was shared with regional federations. In both 2020 and 2021 we plan to share \$125,000 with qualifying federations on the basis of the ratio of each federations' total member units relative to the total number of units of all qualifying federations.

Expenditures

The operating budget shows four groups of costs:

- member services
- communications, advocacy and development
- finance and corporate services
- and other regions (Prairies Region and Southwestern Ontario programs).

CHF Canada reorganized its staffing organizational chart in 2018. During 2019 we continued with the reorganization process to align our budget presentation and planning with our service structure. For this reason, you will see that the headings have changed for 2020 although the budget itself has not changed—only the presentation.

Member services

The member services budget includes the direct costs of

- the annual meeting and the Ontario members meeting
- membership loyalty programs
- the insurance, financial planning services, and asset management planning services programs
- direct co-op services to members to help with their operations, including help to co-ops in difficulty
- services for federations, including the biennial Federations Conference
- our suite of education programs at the regional and national levels including online learning
- supporting the Diversity and Aging in Place Committees and workplans, and the continued implementation of a young co-op member engagement strategy, and
- research projects.

In 2020 these programs will cost \$2,476,300 compared to what we spent in 2019 (\$2,307,404) due to higher annual meeting and education program costs offset in part by reductions in membership development, financial planning services and asset management program costs. (With the move to a virtual meeting after the budget was set, instead of the in-person AGM in Halifax in 2020, we know that the actual costs of the annual meeting will be significantly lower). Total spending on these activities is expected to decrease to \$2,440,500 in 2021 due primarily to no biennial expense for the federations conference.

Communications, Advocacy and Development

The communications, advocacy and development budget includes the direct costs of

- our government relations programs across the country, advocating for legislation and programs that will benefit housing co-ops
- communications with members, media and policy-makers
- relations with allied organizations (regionally, nationally and internationally), and
- co-op housing development.

In 2020, these programs will cost \$440,700 which is higher than the 2019 actual expenses of \$379,445 by some \$61,255 with more funding for communicating with our members, government relations programs, and co-op development. In 2021, we expect to spend \$443,200 on these programs—about that same as is budgeted in 2020.

Note that the external relations budget includes our annual grant to Rooftops Canada Foundation, which is calculated as 3% of our budgeted dues revenue each year. Rooftops is CHF Canada's international development partner, carrying out housing and community development programs in developing countries.

At the 2018 annual meeting, the members approved a resolution to spend up to \$1,000,000 from the endowment funds (to be charged equally to the two funds) to support the development of new housing co-operatives and our movement's growth agenda initiatives. In 2019, \$45,865 of expenses were charged to each endowment fund (\$91,730 in total).

Finance and corporate services

Finance and corporate services expenses include the costs of

- support and training for the Board of Directors, Executive Committee and Ontario Council
- legal costs
- program staff who provide services to our members
- management and administrative staff
- equipping and running CHF Canada's Ottawa, Toronto, Vancouver, Prairies Region and Southwestern Ontario offices and systems, and other organization-wide costs.

In 2020, these services will cost \$3,512,500, down \$10,876 from the 2019 actual expenditure of \$3,523,376. The 2020 budget continues to provide for much the same level of service as was originally budgeted in 2019, with a number of variances across multiple expense lines. In 2020, the budget provides for 32.0 full-time equivalent staff working at CHF Canada. In 2021, total finance and corporate services expenditures will drop by some \$73,500 to \$3,439,000, due to a variety of changes primarily in governance costs, recoveries from programs for staff costs and overall personnel costs.

Other regions (Prairies Region and Southwestern Ontario)

Other region expenses cover the costs of regional programs in the Prairies and Southwestern Ontario including supporting our members in these areas and our suite of education programs, at the regional level.

Program staffing costs and equipping and running the regional offices are included in the Finance and Corporate Services budget.

Taken together, the costs for these regional programs in 2020 are expected to be \$30,500, the same as budgeted in 2019. In 2021 the costs of these programs are expected to drop to \$25,500 mostly due to lower consulting costs.

Transfers from Other Funds and Reserves

With reduced overall spending and some revenues higher than originally budgeted the actual amount drawn from reserves in 2019 were significantly lower than budgeted. An amount equal to 4.0% of the three-year moving average market value of the National Endowment Fund and the Ontario Endowment Fund will be transferred to operations in each of 2020 and 2021. The transfer will support CHF Canada's services to members and shared-revenue-program contributions to federations. Additional inter-fund and reserve transfers result in balanced budgets for 2020 and 2021.

Endowment Funds

Earnings on the Endowment Funds are reported in the funds themselves. A planned formula-based amount is transferred out of the funds to operations each year. Any excess of the income earned over the transfer out stays in the funds.

As noted above, \$45,865 of development initiative expenses were charged to each endowment fund in 2019 (\$91,730 in total).

The National Endowment fund reported unrealized net gains in 2019 totaling \$456,899 which, in addition to investment income earned of \$207,159, resulted in a net increase to the National Endowment Fund balance. The fund balance at December 31, 2019 was \$4,490,164.

The Ontario Endowment fund also reported unrealized net gains in 2019 totaling \$667,590 which, in addition to investment income earned of \$302,687, resulted in a net increase to the Ontario Endowment Fund balance. The fund balance at December 31, 2019 was \$6,581,726.

In each endowment fund, income earned net of expenditures is expected to almost equal the planned transfers out in both 2020 and 2021, resulting in a very small decrease in the market value of each fund balance in each year.

As is the case in the operating fund, it's also true of the two endowment funds, that given the significant decline in markets around the world in early 2020, and uncertainty around the COVID-19 pandemic end, it's very unlikely that we'll have any unrealized gains in 2020.

Any unrealized losses or gains in the endowment funds must stay within each fund. So the large increase in fund balances seen in 2019, will very likely be completely reversed in 2020 when unrealized losses are booked. Again, it should be noted that these potential losses are unrealized and our investments continue to earn us realized income in other ways.

Ontario Region expenditures

One outcome of CHF Canada's reorganization in 2018 is the combined presentation of financial and other reports by program. However, the Ontario Region's funds and spending remain under the authority of the Ontario Council and Ontario members. For this reason, a schedule is attached separating out the 2020 budget for Region expenses, which was finalized by the Ontario Council at its meeting in November 2019, and is being provided for our Ontario members.

Planned 2020 expenditures are \$1,295,800, \$12,134 less than spent in 2019. This is mainly the result of lower personnel and associated costs offset in part by more spending on communications with our members, increased provision of direct co-op assistance, some additional consulting support in our development program, and routine inflationary increases to most administration lines.

The Region budget will increase by \$11,300 from 2020 to \$1,307,100 in 2021, the result of inflationary increases to personnel and office costs, offset in part by somewhat lower costs of the Ontario Council and of training events in the education program.

Changes in the fund balance of the Ontario Endowment Fund are noted above.

2020 budget

Operating Fund

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
REVENUE			
Dues	2,963,972	2,993,600	1%
Annual General Meeting	566,047	590,000	4%
Investment Income (Loss), net of unrealized gain/(loss)	613,350	160,500	-74%
Co-operators Loyalty Allocation	580,946	400,000	-31%
Insurance, Asset and Financial Services	1,389,643	1,430,000	3%
Other Revenue	163,717	92,700	-43%
	6,277,675	5,666,800	-10%
Less Contributions to Federations	127,608	125,000	-2%
OPERATING REVENUE	6,150,067	5,541,800	-10%
Income from Investment in Encasa Financial Inc.	33,413	0	-100%
Income from interest in the Community Housing Management Network Co-operative	108,584	0	-100%
	6,292,064	5,541,800	
EXPENDITURE			
Member Services			
Annual General Meeting	793,298	900,500	14%
Ontario Members Meetings	883	1,000	13%
Membership Development	94,152	74,200	-21%
Insurance Programs	163,225	248,000	52%
Financial Planning Services	465,260	428,400	-8%
Asset Planning Services	565,481	524,300	-7%
Federations Support	802	0	-100%
Federations and Co-op Services	116,640	109,800	-6%
Education Program	73,790	87,400	18%
Federations Conference	0	56,700	100%
Research	9,577	5,000	-48%
Other Direct Expenses	24,296	41,000	69%
	2,307,404	2,476,300	7%

Operating Fund continued

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
Communications, Advocacy and Development			
Communications	128,279	144,100	12%
External Relations	137,899	142,000	3%
Government Relations	82,830	90,100	9%
Development	19,809	45,000	127%
Other Direct Expenses	10,628	19,500	83%
	379,445	440,700	16%
Finance and Corporate Services			
Corporate Services	252,381	316,200	25%
Personnel Costs	2,840,508	2,756,500	-3%
Office and Administration	927,965	910,700	
Reallocated Personnel and Admin	(497,478)	(470,900)	-5%
	3,523,376	3,512,500	0%
Other Regions			
Program Expenses	14,317	30,500	113%
	14,317	30,500	113%
TOTAL OPERATIONS EXPENSES	6,224,542	6,460,000	4%
NET REVENUE (EXPENDITURE)	67,522	(918,200)	-1,460%
Transfer from National Endowment Fund	168,400	168,800	0%
Transfer from Ontario Endowment Fund	246,200	246,600	0%
Transfer (to) from Other Funds	(122,103)	(139,800)	14%
Transfer (to) from Reserves	70,543	642,600	811%
INCREASE (DECREASE) IN SURPLUS	430,562	0	-100%

National Endowment Fund

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
FUND BALANCE AT JANUARY 1	4,042,447	4,490,163	11%
Sector Support Received	0	0	0%
Investment Income (net of any unrealized losses)	664,058	168,800	-75%
Investment Management Fees	(2,077)	(3,500)	69%
	4,704,428	4,655,463	
Transfer from (to) National Operations	(214,265)	(168,800)	-21%
FUND BALANCE AT DECEMBER 31	4,490,163	4,486,663	0%

Ontario Endowment Fund

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
FUND BALANCE AT JANUARY 1	5,906,549	6,581,727	11%
Sector Support Received	0	0	0%
Investment Income (net of any unrealized losses)	970,277	246,600	-75%
Investment Management Fees	(3,034)	(4,800)	58%
	6,873,792	6,823,527	
Transfer from (to) National Operations	(292,065)	(246,600)	-16%
FUND BALANCE AT DECEMBER 31	6,581,727	6,576,927	0%

Ontario Region

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
EXPENDITURE			
Governance			
Ontario Members Meetings	883	1,000	13%
Ontario Council	32,009	36,800	15%
	32,892	37,800	15%
Membership Programs			
Government Relations	30,039	41,400	38%
Communications	3,809	21,500	464%
External Relations	25,945	25,000	-4%
Federation and Co-op Services	22,474	47,700	112%
Education Program	11,347	13,500	19%
Research	774	5,000	546%
Development	19,809	45,000	127%
Other Direct Expenses	10,250	26,000	154%
Sector Support Contributions	(8,064)	(8,000)	-1%
	116,383	217,100	87%
Personnel and Administration			
Personnel Costs	990,404	871,200	-12%
Office and Administration	169,760	187,800	
Reallocated Personnel and Admin	(1,505)	(18,100)	1,103%
	1,158,659	1,040,900	-10%
TOTAL EXPENDITURE	1,307,934	1,295,800	-1%

Ontario Endowment Fund

	2019 ACTUAL	2020 FINAL BUDGET	CHANGE FROM 2019
FUND BALANCE AT JANUARY 1	5,906,549	6,581,727	11%
Sector Support Received	0	0	0%
Investment Income (net of any unrealized losses)	970,277	246,600	-75%
Investment Management Fees	(3,034)	(4,800)	58%
	6,873,792	6,823,527	
Transfer from (to) National Operations	(292,065)	(246,600)	-16%
FUND BALANCE AT DECEMBER 31	6,581,727	6,576,927	0%

2021 forecast

Operating Fund

	2021 FORECAST
REVENUE	
Dues	3,072,400
All Other Revenue	2,632,800
	5,705,200
Less Contributions to Federations	125,000
OPERATING REVENUE	5,580,200
EXPENDITURE	
Programs	2,909,200
Finance and Corporate Services	3,439,000
TOTAL EXPENSES	6,348,200
NET REVENUE (EXPENDITURE)	(768,000)
Transfer from (to) other funds and reserves	768,000
INCREASE (DECREASE) IN SURPLUS	0

National Endowment Fund

	2021 FORECAST
FUND BALANCE AT JANUARY 1	4,486,663
Sector Support Received	0
Investment Income (net of any unrealized losses)	168,500
Investment Management Fees	(3,600)
	4,651,563
Transfer from (to) National Operations	(168,500)
FUND BALANCE AT DECEMBER 31	4,483,063

Ontario Endowment Fund

	2021 FORECAST
FUND BALANCE AT JANUARY 1	6,576,927
Sector Support Received	0
Investment Income (net of any unrealized losses)	246,100
Investment Management Fees	(4,900)
	6,818,127
Transfer from (to) National Operations	(246,100)
FUND BALANCE AT DECEMBER 31	6,572,027

Ontario Region

	2021 FORECAST
EXPENDITURE	
Programs	243,700
Personnel and administration	1,063,400
TOTAL EXPENSES	1,307,100

Ontario Endowment Fund

	2021 FORECAST
FUND BALANCE AT JANUARY 1	6,576,927
Sector Support Received	0
Investment Income (net of any unrealized losses)	246,100
Investment Management Fees	(4,900)
	6,818,127
Transfer from (to) National Operations	(246,100)
FUND BALANCE AT DECEMBER 31	6,572,027

Non-consolidated statement of financial position

As at December 31, 2019

	2019	2018
ASSETS	\$ 17,757,848	\$ 15,767,047
LIABILITIES	\$ 1,104,371	\$ 570,542
FUND BALANCE		
Unrestricted funds	774,994	422,666
Internally restricted funds invested in a related entity	510,655	402,071
Internally restricted funds invested in capital/intangible assets	169,518	199,866
Internally restricted funds invested in reserves	3,473,396	3,617,256
Internally restricted funds	11,352,130	10,229,236
Externally restricted funds	372,784	325,410
	16,653,477	15,196,605
	\$ 17,757,848	\$ 15,767,047

Non-consolidated statement of operations and statement of changes in fund balance

For the Year Ended December 31, 2019

	BUDGET 2019	ACTUAL 2019	ACTUAL 2018
FUND BALANCE, BEGINNING OF YEAR	\$ 15,196,505	\$ 15,196,505	\$ 16,985,919
TOTAL REVENUE	\$ 6,096,100	\$ 6,464,269	\$ 6,567,631
EXPENDITURES			
Member Services	2,699,800	2,307,404	2,802,560
Communications, Advocacy and Development	478,700	471,175	451,543
Finance and Corporate Services	3,607,200	3,673,677	3,694,401
Other regions	85,500	64,803	23,101
Other expenses	94,900	93,559	81,845
Amortization of capital/intangible assets	132,800	107,191	105,494
TOTAL EXPENDITURES	7,098,900	6,717,809	7,158,944
EXCESS (DEFICIENCY) OF REVENUE OVER EXPENDITURES BEFORE THE FOLLOWING	(1,002,800)	(253,540)	(591,313)
INCOME FROM INVESTMENT IN ENCASA	0	105,802	59,376
INCOME FROM INTEREST IN THE COMMUNITY HOUSING MANAGEMENT NETWORK CO-OPERATIVE	0	108,584	134,185
UNREALIZED GAIN (LOSS) ON INVESTMENTS	0	1,496,126	(1,391,662)
EXCESS (DEFICIENCY) OF REVENUE OVER EXPENDITURES	(1,002,800)	1,456,972	(1,789,414)
FUND BALANCE, END OF YEAR	\$ 14,193,705	\$ 16,653,477	\$ 15,196,505

Non-consolidated statement of changes in fund balance invested in Reserves

As at December 31, 2019

	BUDGET 2019	ACTUAL 2019	ACTUAL 2018
BALANCE, BEGINNING OF YEAR	\$ 3,617,256	\$ 3,617,256	\$ 4,699,130
TRANSFERS TO RESERVES	(892,228)	(70,544)	(999,196)
	2,725,028	3,546,712	3,699,934
NET EXPENDITURES CHARGED TO RESERVES	(85,348)	(73,316)	(82,678)
BALANCE, END OF YEAR	\$ 2,639,680	\$ 3,473,396	\$ 3,617,256

Non-consolidated statement of changes in fund balance – Endowment Funds

As at December 31, 2019

	BUDGET 2019	ACTUAL 2019	ACTUAL 2018
BALANCE, BEGINNING OF YEAR	\$ 9,948,995	\$ 9,948,995	\$ 10,636,194
EXCESS OF REVENUE OVER EXPENDITURES (EXPENDITURES OVER REVENUES)	401,700	1,629,224	(292,999)
INTERFUND TRANSFERS	(414,600)	(506,330)	(394,200)
NET CHANGE IN FUND BALANCE	(12,900)	1,122,894	(687,199)
BALANCE, END OF YEAR	\$ 9,936,095	\$ 11,071,889	\$ 9,948,995

The complete consolidated financial statements and the auditors' report are available to our members on our Web site at www.chfcanada.coop.

Agenda for the Annual Meeting of Ontario members

June 13, 2020 at 2:30 p.m. (Estimated)

1. Welcoming remarks, Objectives
2. Establishment of quorum, Call to order
3. Appointment of chairperson
4. Adoption of agenda
5. Approval of Minutes of 2019 annual meeting of Ontario members
6. Ontario Region AGM resolution
 - Special Resolution 1: Unified and Effective Governance of CHF Canada
7. CHF Canada Ontario Region report
8. Announcements
 - Online election results: Election of Northern Ontario Council member
 - Recognition of retiring Council member
 - Introduction of 2020/2021 Ontario Council
9. Minister of Municipal Affairs and Housing remarks, the Honourable Steve Clark
10. Close of meeting

2019 Ontario Region resolutions

Summary of action taken and directions proposed

R1. Governance reorganization

Submitted by: Ontario Council

AGM action: Adopted

This resolution calls on the members to give power to CHF Canada Board of Directors and Ontario Council to explore reorganizing into a single governance body by the close of business of the 2021 CHF Canada Annual General Meeting. Following the merger, the Board and Council are directed to amend by laws and policies necessary for the reorganization.

A great deal of work has taken place over the last year by the Joint Governance Review Committee, made up of Ontario Council members and CHF Canada Board of Directors. A package of amendments to CHF Canada's by-laws and policies have been drawn up for consideration for the Ontario and National 2020 business meetings for members to consider that would have the effect of merging the Board and Council into a single governance body.

R2. Protect Ontario's housing co-ops

Submitted by: Ontario Council

AGM action: Adopted

This resolution recommended that co-ops across Ontario call on the Province and all Municipal Service Managers to fix the funding formula and protect Housing Service Act (HSA) co-ops at the End of Mortgage (EOM). This is critical so that these co-operative communities can continue to provide good-quality, affordable homes to over 22,000 Ontarians.

Given the importance of EOM to the financial viability of the 264 HSA co-ops in Ontario—approximately 1/3 of CHF Canada member units—significant amounts of staff time has been directed towards the campaign. Over the course of the year staff meet with over 20 MPPs and Service Managers to advocate for a solution to EOM. We also highlighted this issue at our annual Co-operative Housing Day at Queens Park and at the MPP Standing Committee on Finance and Economic Affairs when we did our 2020 Budget Presentation.

In addition, staff continue to have a strong working relation with the Minister of Municipal Affairs and Housing Steve Clark and his officials. CHF Canada has also pushed for a solution to EOM at the Community Housing Renewal Strategy (CHRS) Advisory Reference Group that we have been appointed to sit on.

CHF Canada is also actively engaging with the Service Manager Housing Directors and influential municipal politicians to find interim solutions to EOM and to dilute potential municipal opposition to a regulation change. Over the year staff have met with Service Manager staff from Durham, Hamilton, Peel, Toronto, Waterloo, Wellington and York. Service Managers are starting their own working group to discuss EOM and potential solutions. We look forward to providing CHF Canada's perspective to this working group.

On Friday March 13, 2020 the province tabled the Protecting Tenants and Strengthening Community Housing Act, 2020. The proposed legislation to the Housing Service Act (HSA), 2011 would enable Ontario to update the community housing system. The legislative announcement is a positive signal that the need to protect the long-term viability of existing provincial housing providers will be addressed as their mortgages come to an end. In the coming months, staff will continue to advocate for a solution to EOM as the regulations are drafted.

2020 Annual Meeting resolutions

Special resolution R1

Submitted by:

CHF Canada Ontario Council

Contact:

Harvey Cooper, Deputy Executive Director
313 – 720 Spadina Avenue
Toronto, ON M5S 2T9
Tel: (800) 268-2537, ext. 237
Email: hcooper@chfcanada.coop



This resolution is for the meeting of: ☐ all CHF Canada members ☒ Ontario members

Unified and effective governance of CHF Canada

WE RESOLVE:

1. **THAT** the CHF Canada Board of Directors and Ontario Council reorganize into a single governance body at the close of the 2021 CHF Canada Annual General Meeting;
2. **THAT** CHF Canada amend By-Law No. 1 to reflect the composition of the new Board of Directors, as approved by the members in a Resolution at the 2019 Annual General Meeting:
 - a. 16 seats, including 3 directors elected from the members in Ontario, 1 director elected from the members in British Columbia / Yukon, 1 director elected from the members in Alberta / Northwest Territories, 1 director elected from the members in Saskatchewan / Manitoba, 1 director elected from the members in Quebec / Nunavut, 1 director elected from the members in New Brunswick / Prince Edward Island, 1 director elected from the members in Nova Scotia / Newfoundland and Labrador, 1 director elected by the Indigenous Co-operative Housing Community members, and 6 directors elected from the members-at-large;
3. **THAT** CHF Canada repeal By-Law No. 2 and the Ontario Region Operating Rules, effective December 31, 2020;
4. **THAT** CHF Canada adopt a new policy under members' authority respecting the Oversight of the National and Ontario Endowment Funds, effective January 1, 2021;
5. **THAT** the Board of Directors and Ontario Council dissolve at the close of the 2021 Annual General meeting;
6. **THAT** CHF Canada hold elections in 2021 to elect the new Board of Directors;
7. **AND THAT** the new Board of Directors take office at the close of the 2021 Annual General Meeting.

OUR REASONS FOR THIS RESOLUTION ARE:

1. The CHF Canada Board of Directors and Ontario Council created a joint committee to study and recommend improvements to CHF Canada's governance structure.
2. The committee concluded that CHF Canada's members would be more effectively served by combining the Board of Directors and the Ontario Council. The Board of Directors and the Ontario Council support the committee's recommendation. This reorganization will increase the efficiency and effectiveness of CHF Canada's governance, improve member representation, and free up resources to more effectively serve the needs of our members.
3. CHF Canada's current governance structure was developed following the merger of CHF Canada with the Co-operative Housing Association of Ontario into a single organization in 1996. The Ontario Council was established to represent and serve the interests of the Ontario members of CHF Canada. The Board of Directors, the Ontario Council and CHF Canada members all agree these responsibilities can be more effectively served under a unified board of directors.
4. CHF Canada members adopted the resolution at the 2019 AGM in London. Ninety-three percent of Ontario members, and ninety-six percent of National members supported the Resolution.
5. The Board of Directors and the Ontario Council are confident that the interests of CHF Canada's members and Ontario members can be effectively served under this new structure, making By-Law No. 2 and the Ontario Region Operating Rules redundant.
6. In consultations, the Board of Directors and Ontario Council agreed that Ontario members should continue to have authority and oversight over the Ontario Endowment Fund. This is why both bodies recommend that members adopt a new policy on the Oversight of the National and Ontario Endowment Funds following the repeal of By-Law No. 2 and the Ontario Region Operating Rules.

Attachments:

- Appendix A – Summary of Proposed by-law and policy changes 35
- Appendix B – Revised By-Law No. 1 amended extracts. 36
- Appendix C – By-Law No. 1 amendment extracts showing proposed changes 40
- Appendix D – By-Law No. 2 to be repealed 46
- Appendix E – Ontario Region Operating Rules to be repealed 53
- Appendix F – Proposed new CHF Canada policy on overview of the Endowment Fund. 60
- Appendix G – Copy of 2019 Governance Resolutions. 61

Acronym guide

AGM Annual General Meeting	FECHMACQ Fédération des coopératives d'habitation de la Mauricie et du Centre-du- Québec
AGRTQ Association des groupes de ressources techniques du Québec	F/P program Federal/provincial program
AHI Affordable Housing Initiative	GHCHF Golden Horseshoe Co-operative Housing Federation
AHP Affordable Housing Program (Ontario)	HSA <i>Housing Services Act</i> , was the <i>Social Housing Reform Act</i>
AMC Asset Management Centre (Ontario)	HSC Housing Services Corporation (Ontario)
BRUNCH New Brunswick Co-operative Housing Association	ICA International Co-operative Alliance
CCA Canadian Co-operative Association	ILM Index-linked mortgage
CHANAL Co-operative Housing Association of Newfoundland and Labrador	ITA Income-tested assistance
CHAO Co-operative Housing Association of Ontario, now CHF Canada Ontario Region	MIF Mortgage Insurance Fund
CHASEO Co-operative Housing Association of Eastern Ontario	MMAH Ministry of Municipal Affairs and Housing
CHIP Co-op Housing Investment Program	NACHA Northern Alberta Co-operative Housing Association
CHF BC Co-operative Housing Federation of British Columbia	NHA <i>National Housing Act</i>
CHF Canada Co-operative Housing Federation of Canada	NHS National Housing Strategy
CHFT Co-operative Housing Federation of Toronto	ON Co-op Ontario Co-op Association
CHRA Canadian Housing and Renewal Association	ONPHA Ontario Non-Profit Housing Association
CMC Co-operatives and Mutuals Canada	Ontario Region CHF Canada – Ontario Region
CMHC Canada Mortgage and Housing Corporation	P/H CHF Peel/Halton Co-operative Housing Federation of
COCHF Central Ontario Co-operative Housing Federation	RGI Rent-geared-to-income
CQCH Confédération québécoise des coopératives d'habitation	Rooftops Rooftops Canada Foundation
FCHP Federal Co-operative Housing Program (1986–1992)	RUF Risk Underwriting Fund
FECHAQC Fédération des coopératives d'habitation de Québec, Chaudière-Appalaches	SACHA Southern Alberta Co-operative Housing Association
FECHAM Fédération des coopératives d'habitation Montréalaises	SAF Special Assistance Fund
FECHAS Fédération des coopératives d'habitation du Royaume du Saguenay-Lac St-Jean	SHRA <i>Social Housing Reform Act (Ontario)</i> , now the <i>Housing Services Act</i>
FCHE Fédération des coopératives d'habitation de l'Estrie	Stab Fund Federal Co-operative Housing Stabilization Fund
FECHIMM Fédération des coopératives d'habitation Intermunicipale du Montréal Métropolitain	56.1 Section 56.1 federal co-op housing program (1979-1985), now Section 95 program
	34.18 Section 34.18 federal co-op housing program (1973-1978), now Section 61 program

Appendix A

Summary of proposed by-law and policy changes

(Appendices B and C)

1. 4.02 – (e) items added in order to comply with the *Canada Cooperatives Act*.
2. 4.03 – Changed from a list of Regional Directors to a general article that gives the composition of the whole board of directors, including: 6 at-large directors, 1 director representing the Indigenous Co-operative Housing Community, and 9 directors representing (1) BC/YK, (1) AB/NWT, (1) SK/MB, (3) ON, (1) QC/NU, (1) NB/PE, (1) NS/NL.
3. 4.04 – Consolidates and re-orders 4.04-4.13 for simplicity, clarity, reflect current practice and ensure compliance with the *Canada Cooperatives Act*.
4. 4.05-4.14 – Renumbered due to the consolidation of 4.04-4.13.
5. 9.01 – Deleted, due to the listing of Regions in 4.03, and due to the Repeal of By-Law No. 2.
6. 10.01 – Renumbered to 9.01
7. 10.01 – Addition “This By-Law will come into force on January 1, 2021.”

(Appendices D and E)

By-Law No. 2 and Ontario Region Operating Rules—to be repealed, as they become redundant once the Ontario Council and Board of Directors are combined.

(Appendix F)

New CHF Canada Policy on Oversight of the National and Ontario Endowment Fund protects the funds for Ontario and National members.

Appendix B

Revised By-Law No. 1 with amended extracts

Article 4 – Board of Directors

4.01 Number of Directors

The Board consists of 16 people elected or appointed as set out in this By Law.

4.02 Qualifications of Directors

- (a) At the time of their election and during their term of office, all Directors must be a member in Good Standing, director, officer or employee of a Member.
- (b) At the time of their election, Directors must also show that the Member of which they are a member, director, officer or employee is then a Member in Good Standing of CHF Canada.
- (c) A Director elected by the members of a Region, must be a member, director, officer or employee of a Member located in that Region.
- (d) A Director representing the Indigenous Community must declare in writing that they are of North American Indigenous ancestry.
- (e) A person is not qualified to be a Director if the person
 - (i) is not an individual;
 - (ii) is less than 18 years of age;
 - (iii) is found incapable by a court;
 - (iv) has the status of bankrupt.

4.03 Board composition

The Board of Directors is comprised of sixteen (16) individuals elected by the members, and includes the following positions:

- (a) Six (6) individuals elected by the members at-large.
- (b) One (1) individual elected by Indigenous Community Housing Co-operatives. Indigenous Community Housing Co-operatives are made up of those Member Housing Co-operatives that declare in writing that at least ten per cent of their units are occupied by Indigenous households.
- (c) Nine (9) individuals elected by the members of the following Regions:
 - a. British Columbia/Yukon (1 director)
 - b. Alberta/Northwest Territories (1 director)
 - c. Saskatchewan/Manitoba (1 director)
 - d. Ontario (3 directors)

- e. Quebec/Nunavut (1 director)
- f. New Brunswick/Prince Edward Island (1 director)
- g. Nova Scotia/Newfoundland (1 director)

4.04 Elections

- (a) The board will appoint a nominating committee. The nominating committee will publish a call for candidates, stating the position(s) up for election, the qualifications of directors, the nominating deadline and any other information deemed by the nominating committee to be relevant to the elections process. The nominating committee will seek candidates who are competent, qualified and willing to stand for election to the Board and who reflect the diversity of the co-operative housing movement. The nominating committee will carry out its duties so as to give the Members as broad a choice of representation as possible.
- (b) Directors are to be elected by secret ballot if the number of nominees exceeds the number of directors to be elected.
- (c) In the event there is only one candidate for office, that candidate is elected by acclamation.
- (d) A ballot that is cast for the election of more or less than the number of directors to be elected null or void.
- (e) The individual who receives the greatest number of votes at an election of directors is elected a director.
- (f) When there is more than one at-large position or Ontario Region position to be elected, the individual who receives the greatest number of votes is elected a director, and the other individuals who receive, in descending order, the greatest number of votes are also elected directors, until the number of directors to be elected has been elected. Subsequently, if two individuals receive an equal number of votes for a position on the board for the last vacant position, the winner will be determined by a second election between the two candidates.
- (g) The at-large directors will be elected at the Annual General Meeting by all delegates.
- (h) All other board positions will be elected by electronic vote on at least thirty (30) days' notice sent to all Members. These elections will be held after the nominating deadline and before the Annual Meeting. The results of the election will be published to all members and associates prior to the Annual General Meeting.

4.05 Terms of office

Directors serve for a three-year term, beginning at the end of the Annual General Meeting when the Director takes office and ending at the close of the third Annual General Meeting after that.

When a Director is elected or appointed to fill a vacancy during a term, the Director will serve only for the balance of that term, or until an election is held under Article 4.08 (b), whichever is earlier.

4.06 Rotation of Directors

Elections will be held each year as needed to maintain 16 directors, unless at close of nominations there are no candidates for the office or the position is filled by acclamation. Where there are no candidates for office, the position is a vacancy.

4.07 Re-election of Directors

- (a) No director may serve for more than two consecutive three-year terms, or be elected for more than six consecutive years.
- (b) Director terms may not exceed three years each, except when a director has been appointed during the year immediately preceding their election to a first term, in which case, that term will be deemed to include the partial year of the appointment and the three years of their first term.

4.08 Vacation of office

- (a) The office of a Director is vacated when the Director
 - (i) no longer qualifies for office under Article 4.02;
 - (ii) has been absent without leave of the Board from two consecutive regular Board meetings;
 - (iii) resigns by written notice;
 - (iv) is removed from office by a Resolution passed at a special Meeting of Members held under the Act;
 - (v) has reached the term limit as defined in Article 4.07 Re-election of Directors.
- (b) Provided a quorum of Directors remains in office, the Board may fill any vacancy in the Board from among persons qualified to be Directors of CHF Canada. Any person so appointed will hold office only until the next Meeting of CHF Canada, when the appointed Director must retire and an election will be held to fill the vacancy.

4.09 Powers of the Board

- (a) The Board will manage or supervise the management of the business of CHF Canada. The Board may exercise all the powers of CHF Canada that the Act or the By-Laws do not require the Members to exercise. As permitted by the Act, the Board may delegate any of its powers by Resolution to an officer or officers of CHF Canada, including the power to authorize expenditures and to employ and pay salaries to employees.
- (b) To the extent permitted by the Act, and where not prohibited by the By laws or by Resolutions passed by the Members, the Board may:
 - (i) borrow money on the credit of CHF Canada;
 - (ii) issue, sell or pledge securities of CHF Canada;
 - (iii) give guarantees;
 - (iv) use the property of CHF Canada as security for a loan or repayment of a debt; and
 - (v) delegate the powers referred to in (i) through (iv) by Resolution to any officer or Director of CHF Canada as the Board sees fit.
- (c) The Board can make loans to Members and to a subsidiary of CHF Canada and give them other financial assistance by way of a loan guarantee, or otherwise, as the Board determines appropriate to further the objects of CHF Canada. The Board may establish policies respecting the terms of this financial assistance. On the basis of those policies the Board may delegate its authority under this paragraph.

4.10 Time and place of Board meetings

Meetings of the Board may be held anywhere in Canada at any time the Board decides. The Board may hold meetings by means of a telephonic or other communications facility as long as all persons participating in the meeting can communicate adequately with each other during the meeting.

4.11 Notice of Board meetings

Notice of Board meetings must be given in writing not less than ten Days before the meeting. The Board may decide by Resolution to adopt different rules for giving notice of Board meetings.

4.12 Quorum for Board meetings

The quorum to open a Board meeting and to conduct business at that meeting is nine Directors.

4.13 Executive committee

The Board may delegate any of its powers to an executive committee made up of at least three Directors. The Board may adopt rules on the composition, election and authority of the executive committee.

4.14 Indemnification

- (a) To the extent permitted by the Act, CHF Canada indemnifies:
 - (i) current and former Directors and officers; and
 - (ii) any individual who acts or has acted at CHF Canada's request as a director or officer of another entity.
- (b) The Board of Directors may indemnify any officer of CHF Canada to the same extent as Directors themselves can be indemnified under the Act.
- (c) In respect of its indemnity under this Article, CHF Canada may:
 - (i) advance money to a Director, officer or other individual, for the cost of a proceeding contemplated by the Act, subject to the requirements in the Act for repayment; and
 - (ii) purchase and maintain insurance for the benefit of any individuals referred to in this Article.

Article 9 – By-Law amendments

9.01 Amendments to by-laws

By-Laws can be made, amended or repealed by Special Resolution passed at a Meeting called for that purpose or at any Annual Meeting of CHF Canada.

Article 10 – Coming into force

10. Coming into force

This By-Law shall come into force on January 1, 2021.

Appendix C

By-Law No. 1 amendment extracts showing proposed changes

Article 4 – Board of Directors

4.01 Number of Directors

The Board consists of 16 people elected or appointed as set out in this By-Law.

4.02 Qualifications of Directors

- (a) At the time of their election and during their term of office, all Directors must ~~be a~~ member in Good Standing, director, officer or employee of a Member.
- ~~Deleted: ¶~~
~~(i) →~~
~~Deleted: ;~~
~~Deleted: (ii) → 18 years of age or older. ¶~~
- (b) At the time of their election, Directors must also show that the Member of which they are a member, director, officer or employee is then a Member in Good Standing of CHF Canada.
- ~~Deleted: representing~~
~~Deleted: other than the Aboriginal Community~~
- (c) A Director ~~-elected by the members of~~ a Region, must be a member, director, officer or employee of a Member located in that Region.
- ~~Deleted: Aboriginal~~
- (d) A Director representing the ~~Indigenous~~ Community must declare in writing that ~~they are~~ of North American ~~Indigenous~~ ancestry.
- ~~Deleted: s/he~~
~~Deleted: is~~
~~Deleted: aboriginal~~
~~Deleted: No person can be or remain a Director who~~
~~Deleted: to be of unsound mind, or~~
~~Deleted: Regional Directors~~
- (e) ~~A person is not qualified to be a Director if the person~~
- ~~(i) is not an individual;~~
~~(ii) is less than 18 years of age;~~
~~(iii) is found incapable by a court;~~
~~(iv) has the status of bankrupt.~~

4.03 Board composition

~~The Board of Directors is comprised of sixteen (16) individuals elected by the members, and includes the following positions:~~

- ~~(a) Six (6) individuals elected by the members at-large.~~
- ~~(b) One (1) individual elected by Indigenous Community Housing Co-operatives. Indigenous Community Housing Co-operatives are made up of those Member Housing Co-operatives that declare in writing that at least ten per cent of their units are occupied by Indigenous households.~~
- ~~(c) Nine (9) individuals elected by the members of the following Regions:~~

- a. British Columbia/Yukon (1 director)
- b. Alberta/Northwest Territories (1 director)
- c. Saskatchewan/Manitoba (1 director)
- d. Ontario (3 directors)
- e. Quebec/Nunavut (1 director)
- f. New Brunswick/Prince Edward Island (1 director)
- g. Nova Scotia/Newfoundland (1 director)

4.04 Elections

- (a) The board will appoint a nominating committee. The nominating committee will publish a call for candidates, stating the position(s) up for election, the qualifications of directors, the nominating deadline and any other information deemed by the nominating committee to be relevant to the elections process. The nominating committee will seek candidates who are competent, qualified and willing to stand for election to the Board and who reflect the diversity of the co-operative housing movement. The nominating committee will carry out its duties so as to give the Members as broad a choice of representation as possible.
- (b) Directors are to be elected by secret ballot if the number of nominees exceeds the number of directors to be elected.
- (c) In the event there is only one candidate for office, that candidate is elected by acclamation.
- (d) A ballot that is cast for the election of more or less than the number of directors to be elected null or void.
- (e) The individual who receives the greatest number of votes at an election of directors is elected a director.
- (f) When there is more than one at-large position or Ontario Region position to be elected, the individual who receives the greatest number of votes is elected a director, and the other individuals who receive, in descending order, the greatest number of votes are also elected directors, until the number of directors to be elected has been elected. Subsequently, if two individuals receive an equal number of votes for a position on the board for the last vacant position, the winner will be determined by a second election between the two candidates.
- (g) The at-large directors will be elected at the Annual General Meeting by all delegates.
- (h) All other board positions will be elected by electronic vote on at least thirty (30) days' notice sent to all Members. These elections will be held after the nominating deadline and before the Annual Meeting. The results of the election will be published to all members and associates prior to the Annual General Meeting.

Deleted: For the purpose of electing Directors, there are 11 Regions:[¶]

- (a)→ British Columbia/Yukon[¶]
- (b)→ Alberta/Northwest Territories[¶]
- (c)→ Saskatchewan[¶]
- (d)→ Manitoba[¶]
- (e)→ Ontario[¶]
- (f)→ Quebec/Nunavut[¶]
- (g)→ New Brunswick[¶]
- (h)→ Prince Edward Island[¶]
- (i)→ Nova Scotia[¶]
- (j)→ Newfoundland/Labrador[¶]
- (k)→ Aboriginal Community.[¶]

Directors elected to represent these Regions are called Regional Directors. The Aboriginal Community is made up of those Member Housing Co-operatives that declare in writing that at least ten percent of their units are occupied by Aboriginal people.[¶]

4.05- Terms of office

Directors serve for a three-year term, beginning at the end of the Annual General Meeting when the Director takes office and ending at the close of the third Annual General Meeting after that.

When a Director is elected or appointed to fill a vacancy during a term, the Director will serve only for the balance of that term, or until an election is held under Article 4.08 (b), whichever is earlier.

Deleted: Delegates from each Region will elect a Regional Director at the Annual Meeting, unless a Region decides to elect its Director in Regional Elections.

Deleted: 4.05 → **Directors-at-large**

The five Directors not elected as Regional Directors are elected as directors-at-large by all Delegates at an Annual Meeting.

Deleted: 6

Deleted: 14

4.06 Rotation of Directors

Elections will be held each year as needed to maintain 16 directors, unless at close of nominations there are no candidates for the office or the position is filled by acclamation. Where there are no candidates for office, the position is a vacancy.

Deleted: 7

Deleted: 11

Deleted: Regional D

Deleted: and five directors-at-large

4.07 Re-election of Directors

- (a) No director may serve for more than two consecutive three-year terms, or be elected for more than six consecutive years.
- (b) Director terms may not exceed three years each, except when a director has been appointed during the year immediately preceding their election to a first term, in which case, that term will be deemed to include the partial year of the appointment and the three years of their first term.

Deleted: 8

4.08 Vacation of office

- (a) The office of a Director is vacated when the Director
 - (i) no longer qualifies for office under Article 4.02;
 - (ii) has been absent without leave of the Board from two consecutive regular Board meetings;
 - (iii) resigns by written notice;
 - (iv) is removed from office by a Resolution passed at a special Meeting of Members held under the Act;
 - (v) has reached the term limit as defined in Article 4.07 Re-election of Directors.
- (b) Provided a quorum of Directors remains in office, the Board may fill any vacancy in the Board from among persons qualified to be Directors of CHF Canada. Any person so appointed will hold office only until the next Meeting of CHF Canada, when the appointed Director must retire and an election will be held to fill the vacancy.

~~Deleted: 4.09~~ Nominating Committee

Before each Annual Meeting, the Board will appoint two or more people to serve as a nominating committee. The nominating committee will seek candidates who are competent, qualified and willing to stand for election to the Board and who reflect the diversity of the co-operative housing movement. The nominating committee will carry out its duties so as to give the Delegates as broad a choice of representation as possible. The committee will carry out these duties for elections held at the Annual Meeting and for Regional Elections.

~~Deleted:~~

4.10 Rules for Annual Meeting Elections

At the Annual Meeting the nominating committee will announce the number of positions on the Board to be filled and the term of office for each position. Elections will be by secret ballot. The nominating committee will count the ballots. A ballot cast that contains more or fewer names than the number of positions to be filled is invalid. Candidates receiving a plurality of votes for the available positions will be declared elected. Where there is more than one position to be filled, the candidates receiving the greatest number of votes will be awarded the positions of longest term. In the event of a tie between two or more candidates, the winner will be determined by a run-off vote. In the event there is only one candidate for office, that candidate is elected by acclamation.

~~Deleted:~~

4.11 Regional Elections

(a) → The Members from a Region may decide to elect their Regional Director by Regional Election. This decision must be:

→ (i) → made first by special Resolution approved by the Members from that Region at any Annual Meeting; and

→ (ii) → then confirmed in writing by a majority of Members in that Region within 180 Days of the date of the Special Resolution.

(b) → Members can revert to electing their Regional Director at the Annual Meeting by passing a Special Resolution do so at an Annual Meeting. The Members in that Region must confirm this decision in the same manner and within the same time period as set out in Article 4.11 (a) (ii).

(c) → Regional Directors elected by Regional Election start their term at the end of the Annual Meeting following their election.

4.12 Rules for Regional Elections

Where a Region other than the Aboriginal Community has decided to elect its Regional Director by Regional Election:

(a) → the Regional Election will be conducted by electronic means on at least 30 Days notice sent to all Members in the Region;

(b) → the Regional Election will be held after the first Board meeting of the Year and before the Annual Meeting at which the term of the sitting Regional Director ends;

(c) → the results of the election will be communicated to all Members and Associates in the Region before the next Annual Meeting.

4.13 Regional Election of Aboriginal Director

A Regional Election to elect the Regional Director representing the Aboriginal Community will be held by electronic ballot. The rules set out in Article 4.12 will be used, with necessary changes as approved by the Board.

~~Deleted: 14~~

~~Deleted: 8~~

4.09 Powers of the Board

Deleted: 15

- (a) The Board will manage or supervise the management of the business of CHF Canada. The Board may exercise all the powers of CHF Canada that the Act or the By-Laws do not require the Members to exercise. As permitted by the Act, the Board may delegate any of its powers by Resolution to an officer or officers of CHF Canada, including the power to authorize expenditures and to employ and pay salaries to employees.
- (b) To the extent permitted by the Act, and where not prohibited by the By laws or by Resolutions passed by the Members, the Board may:
 - (i) borrow money on the credit of CHF Canada;
 - (ii) issue, sell or pledge securities of CHF Canada;
 - (iii) give guarantees;
 - (iv) use the property of CHF Canada as security for a loan or repayment of a debt; and
 - (v) delegate the powers referred to in (i) through (iv) by Resolution to any officer or Director of CHF Canada as the Board sees fit.
- (c) The Board can make loans to Members and to a subsidiary of CHF Canada and give them other financial assistance by way of a loan guarantee, or otherwise, as the Board determines appropriate to further the objects of CHF Canada. The Board may establish policies respecting the terms of this financial assistance. On the basis of those policies the Board may delegate its authority under this paragraph.

4.10 Time and place of Board meetings

Deleted: 6

Meetings of the Board may be held anywhere in Canada at any time the Board decides. The Board may hold meetings by means of a telephonic or other communications facility as long as all persons participating in the meeting can communicate adequately with each other during the meeting.

4.11 Notice of Board meetings

Deleted: 7

Notice of Board meetings must be given in writing not less than ten Days before the meeting. The Board may decide by Resolution to adopt different rules for giving notice of Board meetings.

4.12 Quorum for Board meetings

Deleted: 8

The quorum to open a Board meeting and to conduct business at that meeting is nine Directors.

4.13 Executive committee

Deleted: 9

The Board may delegate any of its powers to an executive committee made up of at least three Directors. The Board may adopt rules on the composition, election and authority of the executive committee.

4.14 Indemnification

Deleted: 20

- (a) To the extent permitted by the Act, CHF Canada indemnifies:
 - (i) current and former Directors and officers; and
 - (ii) any individual who acts or has acted at CHF Canada's request as a director or officer of another entity.
- (b) The Board of Directors may indemnify any officer of CHF Canada to the same extent as Directors themselves can be indemnified under the Act.
- (c) In respect of its indemnity under this Article, CHF Canada may:
 - (i) advance money to a Director, officer or other individual, for the cost of a proceeding contemplated by the Act, subject to the requirements in the Act for repayment; and
 - (ii) purchase and maintain insurance for the benefit of any individuals referred to in this Article.

Deleted: **ARTICLE 9 — REGIONS OF CHF CANADA**

¶

9.01 → Regions in CHF Canada

¶

This By-law sets out 11 Regions for the purpose of electing Regional Directors of CHF Canada. By-law No. 2 makes further provisions for the operation of the Ontario Region. All Members of CHF Canada are entitled to and have the same rights as all other Members, and Members in Regions other than the Ontario Region are entitled to arrangements regarding the operation of their Region comparable to those set out in By-law No. 2, with changes appropriate to each region's circumstances.

¶

Deleted: 10

¶

Deleted: 10

Article 9 – By-Law amendments

9.01 Amendments to by-laws

By-Laws can be made, amended or repealed by Special Resolution passed at a Meeting called for that purpose or at any Annual Meeting of CHF Canada.

Article 10 – Coming into force

10.01 Coming into force

This By-Law shall come into force on January 1, 2021.

Appendix D

By-Law No. 2 to be repealed

A By-Law respecting the Ontario Region of CHF Canada

Consolidated as at January 1, 1996

Article I – Interpretation

In this Charter By-Law No. 2:

- (a) “Board” means the Board of Directors of CHF Canada
- (b) “CHF Canada” means Co-operative Housing Federation of Canada — Fédération de l’habitation coopérative du Canada
- (c) “Day” means a full 24-hour period starting at midnight and does not exclude weekends or holidays
- (d) “Ontario Member” means any Member of CHF Canada with its head office in the Province of Ontario
- (e) “Member” means a Member of CHF Canada and includes Ontario Members.

Article II – Organizational arrangements

Ontario Region

1. Members of CHF Canada whose head office is in the Province of Ontario constitute the Ontario Region of CHF Canada. The Ontario Region exists for the purpose of electing a regional director to the Board of CHF Canada, as established in Article IV (3) of Charter By-Law No. 1, and for the further purposes described in this by-law.

Powers of the Ontario Region

2. The Ontario Region has the following further powers:
 - (a) to discuss matters on the agenda of general meetings of CHF Canada
 - (b) to adopt and amend from time to time the Operating Rules of the Ontario Region
 - (c) to elect members to the Ontario Council
 - (d) to consider and give direction to the Ontario Council on matters within the jurisdiction of the Ontario Members
 - (e) to levy additional dues from Ontario Members
 - (f) to control the Ontario Endowment Fund
 - (g) to take such other actions or decisions as are incidental to and consistent with these powers.

Ontario Council

3. On the coming into force of this By-Law No. 2, the Ontario Council is established to supervise the activities of the Ontario Region. The Ontario Members will elect the Ontario Council in accordance with the Ontario Region Operating Rules. The Ontario Council will be responsible for:
 - (a) promoting the growth of the movement in Ontario by lobbying for provincial government support for co-operative housing
 - (b) representing the interests of Ontario Members on matters within provincial jurisdiction, including provincial laws
 - (c) relating to the Ontario government on the design, delivery and operation of provincial programs used by the co-operative housing movement
 - (d) all services to Ontario Members arising from the above
 and for any other matters that affect Ontario members alone.
4. In exercising its mandate the Ontario Council will support the mission, mandate and core values of CHF Canada as approved by the Members from time to time.
5. When necessary, the CHF Canada Board or Members will ratify decisions properly taken by the Ontario Council or the Ontario Members, where the decision cannot take effect unless ratified. A decision is properly taken if it is within the authority of the Ontario Council or the Ontario Members to make.

Ontario Region operating rules

6. The Ontario Members will adopt operating rules for the Ontario Region. The Operating Rules will set out:
 - (a) procedures for calling and holding meetings of the Ontario Members
 - (b) procedures for electing and holding meetings of the Ontario Council
 - (c) the composition of the Ontario Council
 - (d) the officers of the Ontario Council and how they will be appointed
 - (e) any other matters respecting the Ontario Region as are not inconsistent with the articles and by-laws of CHF Canada.
7. In addition to any other provisions, the Operating Rules will provide that:
 - (a) the CHF Canada Ontario Regional Director will be a member of the Ontario Council and
 - (b) if any at-large directors of CHF Canada are from Ontario, the CHF Canada Board of Directors may appoint one of them as an Ontario Council Member. Any such appointment will be made at the Board's meeting following the annual general meeting.
8. The First Operating Rules of the Ontario Region will be adopted by a two-thirds majority of those present and voting from among CHF Canada's Ontario delegates to the 1995 annual meeting. The First Operating Rules will come into force when this By-Law comes into force. From there, the Operating Rules may only be amended by resolution receiving the approval of two-thirds of the delegates present and voting at a meeting of the Ontario Members. The same notice must be given of proposed amendments to the Operating Rules as is required for amendments to CHF Canada's by-laws.

Meetings of Ontario Members

9. All Ontario Members and Associates in good standing have the right to attend and participate in all meetings of Ontario Members. "Good standing" is defined in Charter By-Law No. 1.

Committees of the Ontario Council

10. The Ontario Council may by resolution from time to time create committees of the Ontario Council as the Council deems appropriate to carry out its mandate. The Ontario Council will decide the duties and composition of such committees and make provision for appointments to committees from among the Ontario Members. Any such committees will conform to regulations established by the Ontario Council and the By-Laws and Policies of CHF Canada.

Article III – Financial matters

Ontario funds

1. The assets and liabilities assumed by CHF Canada through the merger of CHF Canada and the Co-operative Housing Association of Ontario are to be accounted for separately from CHF Canada's other assets and liabilities. Together the transferred resources constitute the Ontario Funds. The Ontario Funds will be under the control of the Ontario Members and Ontario Council.
2. On its transfer to CHF Canada, the Endowment Fund of the Co-operative Housing Association of Ontario will constitute the Ontario Endowment Fund.
3. Monies belonging to the Ontario Funds are to be invested by CHF Canada according to CHF Canada's general investment policy.
4. The principal in the Ontario Endowment Fund is not to be spent or otherwise encumbered except by resolution of the Ontario Members but is to be retained in the Ontario Endowment Fund and invested. The interest earned on that amount is to be made available for meeting the costs of programs and activities in the Ontario Region. Income earned on the investment of other assets of the Ontario Funds is also to be used for this purpose.
5. All CHF Canada members are entitled to services from the organization. Their membership dues and other payments, in addition to revenues from outside sources, enable CHF Canada to provide those services. Many but not all of the needs of Ontario Members will be met through the programs and activities coming under the direction of the Ontario Council. The cost of these programs and activities will be met through:
 - (a) revenues earned in the Ontario Funds
 - (b) fees for service
 - (c) any grants or contributions received from outside sources for CHF Canada programs carried on for the benefit of Ontario Members
 - (d) allocations from CHF Canada's general budget as approved by the Members
 - (e) any levy that Ontario Members may vote to pay under Article III (6) in addition to their regular dues to CHF Canada.

Ontario levy

6. The Ontario Members may decide by resolution to pay extra dues in order to support programs and activities undertaken on their behalf. Any such levy will be payable and will be collected in the same way as general dues of CHF Canada are. The Ontario Members will not consider a proposal for a levy until:
 - (a) both the Ontario Council and the Board have considered it, and
 - (b) the Members have adopted a general dues schedule for the year concerned.

The CHF Canada Board will endorse a levy proposed by the Ontario Council unless it believes that the levy will have an adverse effect on CHF Canada's general operations.
7. The Ontario Council will submit any proposed levy to the Board far enough in advance of the meeting of Ontario Members at which it is to be considered to permit the Ontario Council and the Board to resolve any dispute between them over the matter.
8. The Ontario Council and the Ontario Members have exclusive authority to decide how to spend the money raised from additional dues.

Article IV – Resolution of disputes

Purpose

1. The dispute resolution procedure set out in this Article can be used where:
 - (a) there is a dispute between the Board or the Ontario Council over the jurisdiction of either body, or
 - (b) either the Board or the Council is in strong disagreement with a decision or action the other has taken or proposes to take.

Either party may invoke the procedure under this Article.

2. The procedure in this Article is intended to be used only after the Board and the Council have exhausted all other attempts to resolve a dispute between them. The procedure has three formal parts, with the parties proceeding to the next step where resolution is not achieved at the previous step:
 - (a) a joint meeting of the Board and the Ontario Council, as described below
 - (b) a Reconciliation Panel and
 - (c) a final and binding decision by the Members.

At any time, the Board and the Ontario Council may agree by a resolution adopted by both of them to any other method for resolving a specific dispute.

3. It is not intended that either the Board or the Ontario Council be prevented from proceeding with a decision or action while the two bodies are trying to resolve a dispute. The purpose of dispute resolution is to ensure that the parties come together and attempt to resolve their differences in order to work effectively together in the best interests of the Members.

Starting the process

4. Either the Board or the Council can by resolution request a joint meeting of the two groups to review the disputed issue. If there is a specific decision or action that either body wants delayed, that body can ask for a delay. The delay requested will typically be 30 days, but may be longer if circumstances warrant.
5. Where a request for delay is received, the body in receipt shall make every reasonable effort to comply with the request for postponement of the offending action or decision. Where no delay is requested, a joint meeting of the CHF Canada Board and the Ontario Council will be held at the earliest convenient opportunity.
6. (a) Where a request to delay a decision or action is accepted, a joint meeting of the CHF Canada Board and the Ontario Council will be held as soon as possible, by teleconference if necessary, and within the period of delay requested or modified by agreement.
 (b) Where a request for a delay is received and the body in receipt cannot or will not meet the request, it will notify the other body immediately. The body making the request may on being so advised, ask for a joint meeting of the CHF Canada Board and Ontario Council. The meeting will be held as soon as possible, by teleconference if necessary, and within 15 days.

Joint meeting of Board of Directors and Ontario Council

7. The joint meeting will be chaired by a person chosen from amongst those in attendance. Failing agreement, either the President of CHF Canada or the President of the Council, as chosen by lot, will chair. If the two bodies agree, an outside party can be appointed to chair the meeting.
8. The joint meeting will discuss the matter in dispute and try to resolve it. If agreement is not reached by the end of the meeting, a majority vote of the representatives of each body will be necessary to hold another meeting.
9. If another meeting is not agreed upon or if it is held but does not end in a resolution of the dispute, the matter will be submitted to a Reconciliation Panel, as provided below.

Reconciliation panel

10. If joint meetings of the CHF Canada Board and the Ontario Council do not end in a resolution of the dispute, then each body at the end of the joint meeting where resolution cannot be achieved will name a representative. Together the representatives will agree on an experienced arbitrator or mediator as the third person to act as chair. These three people will comprise a Reconciliation Panel. If the nominees to the Panel cannot select a third person within five days, the two will serve as the Reconciliation Panel.
11. The Reconciliation Panel can adopt any means it chooses to inquire into the matter in dispute. In so doing it will attempt to reconcile the matter to the satisfaction of the Board and the Council. The Panel will receive written submissions from the Executive Director and the CHF Canada employee with primary responsibility for matters falling under the direction of the Ontario Council. The Panel will consider written submissions from the President of each of the CHF Canada Board and the Ontario Council commenting on the issue in dispute, if provided. The Panel can request presentations in person from such persons as it chooses.

12. The Panel will meet by whatever means it chooses and as often as is necessary to arrive at a resolution acceptable to both the Board and the Council or to provide a written recommendation within 25 days of the Chair of the Panel being appointed or within 25 days from the date on which the second representative is named where no Chair is chosen.
13. A Reconciliation Panel does not have the power to impose a decision on the parties in dispute. A matter considered by a Reconciliation Panel does not constitute a submission under the Ontario *Arbitration Act*.

Decision of the Members

14. If an acceptable resolution of the matter in dispute is not reached, each of the Board and the Ontario Council will consider the written recommendation of the Panel. Either body is entitled to put the matter to the next meeting of Members. This meeting will consider the written report of the Panel and determine the matter by a simple majority of delegates present and voting at the meeting. This determination by the Members will be a final and binding determination of the matter in dispute.
15. Any unreconciled dispute must be put to a Reconciliation Panel before it is considered by the Members.

Article V – Reorganization

Definition

1. If either:
 - (a) the Ontario Members believe that an independent organization at the Ontario level operating alongside CHF Canada can best deliver the services they need; or
 - (b) major, irreconcilable differences develop within CHF Canada that make the arrangements respecting the Ontario Region unworkable then a Fundamental Reorganization of the Ontario Region can be initiated. Such a reorganization would involve the transfer of the Ontario Funds to the control of a newly-created, independent organization holding membership in CHF Canada.

Sector membership

2. A Fundamental Reorganization can only happen if:
 - (a) an Ontario-wide co-operative housing organization has been created, and
 - (b) the organization has entered a sector membership agreement with CHF Canada, if housing co-operatives are eligible to join the organization. Such an agreement will provide that housing co-operatives may not belong to the Ontario-wide organization without also belonging to CHF Canada, and vice versa.

Voting on a reorganization

3. A Fundamental Reorganization will occur if it is approved by two-thirds of the members present and voting at a meeting of either CHF Canada members generally or Ontario Members. If the Fundamental Reorganization is proposed because major, irreconcilable differences have arisen, then the decision to reorganize cannot be taken until the dispute resolution procedure set out in this By-Law has been followed.

Carrying out a fundamental reorganization

4. If a decision is taken to reorganize under this Article, CHF Canada and the Ontario-wide organization will sign an agreement on the transfer of the operations of CHF Canada in respect of the Ontario Region. This will include the transfer of the Ontario Funds and the assumption of CHF Canada employees working on matters under the jurisdiction of the Ontario Council. If the Ontario-wide organization and CHF Canada cannot agree on the terms of this agreement or the sector membership agreement, then any outstanding issues will be submitted to arbitration under the Ontario *Arbitration Act*. After the vote referred to in Article V (3) has taken place, any Ontario Member of CHF Canada will have standing on behalf of the Ontario-wide organization to bring the matter to arbitration or take any other legal action that may be desirable to enforce the terms of this By-Law.

No early reorganization

5. A Fundamental Reorganization may not take place before three full years following the date on which this By-Law comes into force.

Article VI – General

Amendments

1. Amendments or additions to, alterations or repeal of Charter By-Law No.2, may be made only according to the requirements set out in Charter By-Law No. 1, and in addition to those requirements, by an accompanying resolution receiving the approval of two-thirds of the delegates present and voting at a duly constituted meeting of Ontario Members.

Coming into force

2. This by-law will come into force on January 1, 1996, subject to the approval of the Minister in charge of the *Canada Cooperative Associations Act*.

Appendix E

Ontario Region operating rules to be repealed

Consolidated as at June 2017

Article 1 – About these rules

1.1 Operating rules

Members of the Co-operative Housing Federation of Canada (CHF Canada) located in the Province of Ontario constitute the Ontario Region. This document contains the rules under which the Ontario Region of CHF Canada will operate.

1.2 Priority of these rules

If there is a conflict among the following documents, they will govern in the order listed:

- (a) first, the *Canada Cooperative Associations Act* (the Act)
- (b) second, the Articles of Association of CHF Canada
- (c) third, Charter By law No. 2 of CHF Canada (the Ontario Region By law)
- (d) fourth, the other Charter By laws of CHF Canada
- (e) fifth, the Ordinary By laws of CHF Canada, and
- (f) sixth, the Ontario Region Operating Rules.

The documents mentioned in (a) through (e) above are called the CHF Canada Governing Documents.

1.3 Limits of Ontario Region operating rules

The corresponding legal rules in the CHF Canada Governing Documents will apply where a matter is not addressed in these Operating Rules.

Specifically, where not inconsistent with the specific provisions of these Operating Rules:

- (a) the legal rules relating to the Board of Directors of CHF Canada will apply to the Ontario Council and
- (b) the legal rules relating to the members of CHF Canada will apply to the Ontario Members.

Some of the rules in the CHF Canada Governing Documents that apply to the Ontario Region are mentioned below to highlight them.

Article 2 – Members of Ontario Region

2.1 Membership

Ontario members and associates of CHF Canada are members and associates of the Ontario Region. Rules relating to membership and associate status in CHF Canada are set out in the CHF Canada Governing Documents.

2.2 Meetings of Ontario Members

- (a) An annual meeting of Ontario Members will take place once a year in conjunction with the CHF Canada annual general meeting. “In conjunction with” means at the same or a nearby location and within a few days of the CHF Canada annual general meeting.
- (b) Special meetings of the Ontario Members can be held at other times at any place in Ontario, as the Ontario Council decides.
- (c) A special meeting of Ontario Members may be requisitioned as follows:
 - i. by 20% of the Ontario Members, provided the requisitionists include Ontario Members having their head office outside the Municipality of Metropolitan Toronto and constituting at least 10% of the total Ontario Members; or
 - ii. by a majority of the Ontario Members who are Local Federations, provided they represent at least 20% of the Ontario Members and signing the requisition has been authorized by a decision made at a general meeting called for that purpose by each such Local Federation.

2.3 Delegates

Where a meeting of Ontario Members is held in conjunction with a general meeting of CHF Canada members, then the same persons will be delegates and alternates to both meetings. The person who is the delegate to one meeting may be the alternate to the other, if the Member so chooses. The decision of CHF Canada establishing credentials of delegates and alternates, and the preparation of any lists of delegates and alternates by them will apply to the Ontario Region Members’ meeting. Where a meeting of Ontario

Members is not being held in conjunction with a general meeting of CHF Canada members, then the Ontario Council will establish procedures for delegate and alternate credentials and preparation of delegate lists comparable to those used for general CHF Canada meetings.

2.4 Applicability of CHF Canada rules

The rules in the CHF Canada Governing Documents for general members meetings will apply to calling meetings of Ontario Members, notice of meetings, quorum, voting, agenda, rules of procedure and similar things.

Article 3 – Activities of Ontario Region

3.1 Powers of Ontario Members

The powers of Ontario Members are as set out in the Ontario Region By law.

3.2 Ontario Region resolutions

The Ontario Region may not adopt separate by laws. Meetings of Ontario Members may pass resolutions, following the resolutions procedures set for general meetings of CHF Canada, as stated in any Policy passed by the CHF Canada members relating to resolutions.

3.3 Amending Ontario Region operating rules

These Ontario Region Operating Rules are considered an Ontario Region Standing Resolution. They may only be amended by resolution passed by not less than two thirds of the delegates present and voting at a general meeting of Ontario Members.

3.4 Ontario levy

The Ontario Members may vote to pay a dues levy in addition to their regular membership dues to CHF Canada. The procedure for approving a levy is set out in the Ontario Region By-Law.

Article 4 – Ontario Council

4.1 Composition of Ontario Council

The Ontario Council will consist of either eight or nine persons as follows:

- (a) Four Ontario Council Members will be elected by the Ontario Members at large.
- (b) One Ontario Council Member (the Northern Ontario Council Member) will be elected by the Members from Northern Ontario.
- (c) One Ontario Council Member will be elected by the Ontario Members who are Staff Organizations. Staff Organizations are defined in CHF Canada Charter By-Law No. 1, Article II, Section 4(d).
- (d) One Ontario Council Member will be elected by the Ontario Members who are Local Federations. Local Federations are defined in CHF Canada Charter By-Law No. 1, Article II, Section 4(e), where they are called Associations of Housing Co-operatives.
- (e) The CHF Canada Ontario Regional Director will be an Ontario Council Member.
- (f) If any at-large directors of CHF Canada are from Ontario, the CHF Canada Board of Directors may appoint one of them as an Ontario Council Member at the Board's meeting following the annual general meeting of CHF Canada members. If it does not do so at that meeting, there will only be eight Ontario Council Members until after the next annual general meeting of CHF Canada Members.

4.2 Qualifications for Ontario Council membership

Ontario Council Members must meet the qualifications stated below at the time of their election and throughout their term of office:

- (a) No one can occupy more than one position on the Ontario Council.
- (b) A Council Member must be a member, director or employee of an Ontario Member.
- (c) The Northern Ontario Council Member must be a member, director or employee of a Member from Northern Ontario. Northern Ontario is defined in Appendix A. A Member is from Northern Ontario if its head office is located there.
- (d) A Council Member elected by the Members who are Staff Organizations or Local Federations must be a member, director or employee of a Staff Organization or Local Federation respectively.
- (e) At least three of the four at-large Council Members must be members of member housing co-operatives. An at-large member of the Ontario Council who ceases to be a member of a member housing co-op may continue as an at-large Council member if:
 - (i) all the other at-large Council Members are members of a member housing co-op, and
 - (ii) that person is otherwise qualified.

4.3 Election of Ontario Council

- (a) The Ontario Council Members referred to in 4.1(a) and 4.1(c) through (e) will ordinarily be elected at the annual meeting of Ontario Members. They will serve for a term of three years ending at the end of the meeting at which their successors are elected. No Ontario Council Member may be elected for more than two consecutive three-year terms.
- (b) The Northern Ontario Council Member will be elected for a three-year term starting at the end of the annual meeting of Ontario Members. The following rules will apply:
 - i. Each member from Northern Ontario may cast one vote in the election.
 - ii. The Ontario Council will call an election meeting. The election meeting will be held in Northern Ontario before the annual meeting of Ontario Members. There is no quorum requirement for the election meeting.
 - iii. Members located outside the city where the election meeting is being held, and entitled to vote may cast their ballots
 - at the election meeting
 - or by delivering their ballot to CHF Canada's auditor or another person the Ontario Council names
 Ballots may not be delivered before nominations have closed. They must be received no later than 5:00 p.m. EST on a date set by the Ontario Council. The deadline date will not be later than the day before the election meeting. Late ballots will not be valid and will not be counted. Ballots may be delivered to CHF Canada's auditor or other person named by the Ontario Council by courier, mail, facsimile, personal delivery, or any other means decided by the Ontario Council when it sets the deadline for voting.
 - iv. Members, located in the city where the election meeting is being held, and entitled to vote, can only cast their ballots at the election meeting.

- v. Northern Ontario Members will be sent notice of the dates and procedures for the election no later than ninety (90) days before the last date for voting.
 - vi. Nominations will close at the end of the thirtieth (30th) day before the last date for voting.
 - vii. The Ontario Council will set other election procedures as may be necessary to
 - seek nominations
 - protect secrecy of ballots
 - tell members who has been nominated and
 - let candidates tell the members about themselves.
- (c) So long as a quorum of Ontario Council Members remains in office, the remaining Ontario Council Members may fill any vacancy, except for those positions described in 4.1(f) and (g). The vacancy must be filled from people who have the qualifications for the vacant position. Any persons so appointed, except as the Northern Ontario Council Member, will hold office only until the next annual or special meeting of Ontario Members, at which time any person so appointed will retire and a new Ontario Council Member will be elected to fill the vacancy for the balance of the term.
- (d) A Northern Ontario Council Member appointed under 4.3(d) will hold office until an election for a new Northern Ontario Council Member is held. The election will be held following the rules set out in 4.3 (c). It will take place before the next CHF Canada annual meeting. The person elected will hold office for two years.

4.4 Removal from Council

An Ontario Council Member, unless appointed under 4.1(f) and (g), may be removed from office by a resolution passed by at least two-thirds of the votes cast at a meeting of Ontario Members called for that purpose.

4.5 Powers and duties of Ontario Council

The powers and duties of the Ontario Council are set out in the Ontario Region By law.

4.6 Conduct of individual Ontario Council Members

Each Ontario Council Member must:

- (a) act honestly, in good faith and in the best interests of CHF Canada and the Ontario Region at all times
- (b) attend all Ontario Council and Ontario Members' meetings, unless excused by the Council
- (c) prepare for all meetings, and
- (d) sign and comply with an Ethical Conduct Agreement corresponding to the one signed by CHF Canada directors.

4.7 No payment of Ontario Council Members and Officers

Ontario Council Members and officers will serve without payment of any kind. They may receive compensation for lost income and may be reimbursed for travelling or other expenses. Expenses must meet the guidelines and limits set by the CHF Canada Board for Board members.

4.8 Applicability of CHF Canada rules

The Rules in the CHF Canada Governing Documents applicable to CHF Canada directors will apply to any qualifications of Council Members not dealt with in these Rules, calling of meetings of the Ontario Council, notice of meetings, quorum, voting, agendas, rules of procedure and similar things.

Article 5 – Offices and committees

5.1 Election of officers

(a) The Council will elect the following officers yearly, or more often as needed:

- i. Ontario Council President
- ii. Ontario Council Vice president
- iii. Ontario Council Treasurer.

The election of officers will take place at the first Ontario Council meeting after the Ontario Council's election. The Ontario Council can fill vacancies as necessary. The Ontario Council can elect any other officers and give them any authority and duties.

(b) No person can hold more than one office.

(c) All officers must be Ontario Council Members.

5.2 Removal of officers

(a) The Ontario Council can remove any officer by resolution at any time and for any reason.

(b) The Ontario Council can immediately choose another Ontario Council Member to fill the vacancy.

(c) The word "officers" means only the officers stated in Article 5. It does not refer to employees.

5.3 Resignation of officers

An officer can resign by giving written notice to the Ontario Council President or the Ontario Region office. The resignation will take effect when the Ontario Council accepts it. The Ontario Council must accept any resignation at the first meeting after it is received, unless it has been withdrawn.

5.4 Duties of the President and Vice President

(a) The Ontario Council President will chair meetings of the Ontario Council, act as spokesperson for the Ontario Region, and perform other duties assigned by the Ontario Council.

(b) The Ontario Council Vice President will assist the President and perform other duties assigned by the Ontario Council.

5.5 The Ontario Council Treasurer

The Ontario Council Treasurer must monitor and understand the Ontario Region's finances and report on them to the Ontario Council and to the Ontario Members. Staff is responsible for day to day financial management.

5.6 Creating committees

The Ontario Council can create committees. It can decide on the duties of the committees and appoint the committees' members. Any Policy passed by the CHF Canada Board relating to the organization and management of committees will apply to Ontario Region committees.

Article 6 – Records

6.1 Corporate records

Staff will keep a minute book for the Ontario Region. It will contain minutes of all meetings of the Ontario Council and Ontario Members and other important Ontario Region documents.

6.2 Financial records

The Ontario Funds will be accounted for in the books and records of CHF Canada.

Appendix A: Boundaries of Northern Ontario

For the purpose of establishing qualifications for Ontario Council membership, Northern Ontario comprises the counties and districts of Manitoulin, Parry Sound, and Nipissing and everything north of them.

Appendix F

Proposed new policy

<p>Date issued: June 2020</p> <p>Replacing issue of: n/a</p> <p>Date of last review: n/a</p> <p>Due for next review: June 2025</p> <p>Number: 1.5.3.1</p>	<p>Cross reference: 1.5.3, 2.3.3.8, 2.4.3, 2.4.7.1, 2.4.7.4, 2.4.8</p> <p>Authority: General members</p> <p>Subject: Oversight of the National and Ontario Endowment Funds Following the Repeal of By-Law No. 2 and the Ontario Region Operating Rules</p>
--	---

1. Background

Housing co-operatives in Ontario and across Canada contributed sector support payments under a number of government sponsored co-operative development programs to Funds created by the Co-operative Housing Federation of Canada and the Co-operative Housing Association of Ontario.

The Co-operative Housing Federation of Canada merged with the Co-operative Housing Association of Ontario in 1996. Funds raised from sector support payments from both organizations were placed into Endowment Funds for the purposes of earning investment income to fund the services enjoyed by CHF Canada's members and shared with eligible regional federations of housing co-operatives as permitted by existing policy.

The Endowment Funds support CHF Canada's ability to sustainably deliver services to members in Ontario and across the country.

2. Oversight of the National and Ontario Endowment Funds

- Except for circumstances already permitted under existing policy, the principle in the National Endowment Fund is not to be spent or otherwise encumbered except by ordinary resolution by the Board of Directors, subject to the approval of CHF Canada members.
- Except for circumstances already permitted under existing policy, the principle in the Ontario Endowment Fund is not to be spent or otherwise encumbered except by ordinary resolution made by the Board of Directors, subject to the approval of the CHF Canada members in Ontario.

3. Coming into force

This Policy will come into force on January 1, 2021, conditional on the passage of an enabling resolution of Ontario and National CHF Canada members in June 2020.

Appendix G

Copy of 2019 governance resolutions

Submitted by:

CHF Canada Board of Directors

Contact:

Tim Ross, Executive Director
311 – 225 Metcalfe Street
Ottawa, ON K2P 1P9
Tel: 1-800-465-2752
Email: tross@chfcanada.coop



This resolution is for the meeting of: ☒ all CHF Canada members ☐ Ontario members

Governance reorganization

WE RESOLVE:

1. **THAT** the CHF Canada Board of Directors and Ontario Council reorganize into a single governance body by the close of business of the 2021 CHF Canada Annual General Meeting;
2. **THAT** the new governance body be comprised of 16 seats, including 3 directors elected from the members in Ontario, 1 director elected from the members in British Columbia / Yukon, 1 director elected from the members in Alberta / Northwest Territories, 1 director elected from the members in Saskatchewan / Manitoba, 1 director elected from the members in Quebec / Nunavut, 1 director elected from the members in New Brunswick / Prince Edward Island, 1 director elected from the members in Nova Scotia / Newfoundland and Labrador, 1 director elected from the members in the Aboriginal Community, and 6 directors elected from the members at-large;
3. **AND THAT** the members direct the Board of Directors and Ontario Council to amend by laws and policies necessary for the reorganization of CHF Canada's governance for the approval of members at the 2020 CHF Canada Annual General Meeting.

OUR REASONS FOR THIS RESOLUTION ARE:

1. The CHF Canada Board of Directors and Ontario Council established a joint committee to evaluate the effectiveness of CHF Canada's governance structure within a framework that reflects CHF Canada's values, principles of leadership and service to members.
2. Periodic governance evaluations are a good practice. Other large co-operatives conduct regular evaluations. For instance, the Co-operators conducts a Democratic Structure Review every ten years.

3. The governance review focused on the following goals:
 - a. Enhance democratic member control
 - b. Improve the efficiency and effectiveness of governance
 - c. Position CHF Canada for long-term success
 - d. Align with best practices in co-operative and membership association governance.
4. As a result of the governance review, the Board and Council approved the following recommendations at its April 2019 meetings:
 - a. Reorganize the Board and the Council into a single governance body
 - b. Implement a policy requiring periodic governance evaluations
 - c. Develop an inventory of desired skills and qualifications for CHF Canada's governance and committees, and determine how to best integrate it into the nominations and elections process.
 - d. Review committee structures for alignment and effectiveness.
5. CHF Canada's current governance structure was developed following the merger of the national association with the Co-operative Housing Association of Ontario into a single association in 1996. The role of the Board of Directors is to approve and oversee the strategic direction and the management of CHF Canada in all its aspects. The role of the Ontario Council is to guide the programs of the Ontario Region of CHF Canada. The Board of Directors and the Ontario Council propose that these roles can be effectively achieved in a single governance body.
6. The Board of Directors and the Ontario Council support this proposal. This reorganization will enhance the efficiency and effectiveness of CHF Canada's governance, improve member representation, and free up resources to more effectively serve the needs of our members.

WE THINK THAT THIS WILL COST:

Costs associated with the reorganization are already budgeted in the 2019 and 2020 operating budgets.

Appendix G continued

Submitted by:

CHF Canada Ontario Council

Contact:

Harvey Cooper
Deputy Executive Director
313 – 720 Spadina Avenue
Toronto, ON M5S 2T9
Tel: 1-800-268-2537, ext. 237
Email: hcooper@chfcanada.coop



This resolution is for the meeting of: ☐ all CHF Canada members ☒ Ontario members

Governance reorganization

WE RESOLVE:

1. **THAT** the CHF Canada Board of Directors and Ontario Council reorganize into a single governance body by the close of business of the 2021 CHF Canada Annual General Meeting;
2. **THAT** the new governance body be comprised of 16 seats, including 3 directors elected from the members in Ontario, 1 director elected from the members in British Columbia / Yukon, 1 director elected from the members in Alberta / Northwest Territories, 1 director elected from the members in Saskatchewan / Manitoba, 1 director elected from the members in Quebec / Nunavut, 1 director elected from the members in New Brunswick / Prince Edward Island, 1 director elected from the members in Nova Scotia / Newfoundland and Labrador, 1 director elected from the members in the Aboriginal Community, and 6 directors elected from the members at-large;
3. **AND THAT** the members direct the Board of Directors and Ontario Council to amend by laws and policies necessary for the reorganization of CHF Canada's governance for the approval of members at the 2020 CHF Canada Annual General Meeting.

OUR REASONS FOR THIS RESOLUTION ARE:

1. The CHF Canada Board of Directors and Ontario Council established a joint committee to evaluate the effectiveness of CHF Canada's governance structure within a framework that reflects CHF Canada's values, principles of leadership and service to members.
2. Periodic governance evaluations are a good practice. Other large co-operatives conduct regular evaluations. For instance, the Co-operators conducts a Democratic Structure Review every ten years.

3. The governance review focused on the following goals:
 - a. Enhance democratic member control
 - b. Improve the efficiency and effectiveness of governance
 - c. Position CHF Canada for long-term success
 - d. Align with best practices in co-operative and membership association governance.
4. As a result of the governance review, the Board and Council approved the following recommendations at its April 2019 meetings:
 - a. Reorganize the Board and the Council into a single governance body
 - b. Implement a policy requiring periodic governance evaluations
 - c. Develop an inventory of desired skills and qualifications for CHF Canada's governance and committees, and determine how to best integrate it into the nominations and elections process.
 - d. Review committee structures for alignment and effectiveness.
5. CHF Canada's current governance structure was developed following the merger of the national association with the Co-operative Housing Association of Ontario into a single association in 1996. The role of the Board of Directors is to approve and oversee the strategic direction and the management of CHF Canada in all its aspects. The role of the Ontario Council is to guide the programs of the Ontario Region of CHF Canada. The Board of Directors and the Ontario Council propose that these roles can be effectively achieved in a single governance body.
6. The Board of Directors and the Ontario Council support this proposal. This reorganization will enhance the efficiency and effectiveness of CHF Canada's governance, improve member representation, and free up resources to more effectively serve the needs of our members.

WE THINK THAT THIS WILL COST:

Costs associated with the reorganization are already budgeted in the 2019 and 2020 operating budgets.



www.chfcanada.coop/agm2020    @chfcanada