

SPECIAL RESOLUTION 2

SUBMITTED BY: CHF Canada Board of Directors

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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
- Appendix B – Revised By-Law No. 1 amended extracts
- Appendix C – By-Law No. 1 amendment extracts showing proposed changes
- Appendix D – By-Law No. 2 to be repealed
- Appendix E – Ontario Region Operating Rules to be repealed
- Appendix F – Proposed new CHF Canada policy on overview of the Endowment Fund
- Appendix G – Copy of 2019 Governance Resolutions

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.

4.13 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

10.01 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
 - ~~(i) — a member in Good Standing, director, officer or employee of a Member;~~
 - ~~(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.
- (c) A Director ~~representing~~ elected by the members of a Region, ~~other than the Aboriginal Community,~~ must be a member, director, officer or employee of a Member located in that Region.
- (d) A Director representing the Aboriginal-Indigenous Community must declare in writing that ~~s/he~~ they is/are of North American aboriginal-Indigenous ancestry.
- (e) ~~No person can be or remain a Director who~~ 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; ~~to be of unsound mind, or~~
 - (iv) has the status of bankrupt.

4.03 Regional Directors 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)

~~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 per cent of their units are occupied by Aboriginal people.~~

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.

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

~~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.~~

~~4.05-6~~ **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 ~~4.14-08~~ (b), whichever is earlier.

4.067 Rotation of Directors

Elections will be held each year as needed to maintain ~~11-16 Regional D~~directors, ~~and five directors at large~~ 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.

4.078 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.

~~4.09~~ ~~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.~~

~~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. Election 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.~~

~~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.~~

4.0814 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 4.078 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.

4.0915 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.

4.106 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.

4.137 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.

4.128 Quorum for Board Meetings

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

4.139 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.

4.1420 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 — 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.~~

ARTICLE 910 — BY-LAW AMENDMENTS

910.01 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

CO-OPERATIVE HOUSING FEDERATION OF CANADA

BY-LAW NO. 2

**A by-law respecting the
Ontario Region of CHF Canada**

Consolidated as at

January 1, 1996

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**CO-OPERATIVE HOUSING FEDERATION OF CANADA
BY-LAW NO. 2**

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.

ARTICLE II (cont'd)

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 aboveand for any other matters that affect Ontario members alone.

ARTICLE II (cont'd)

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.

ARTICLE II (cont'd)

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.

ARTICLE III (cont'd)

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.

ARTICLE III (cont'd)

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.

ARTICLE IV (cont'd)

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

ARTICLE IV (cont'd)

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

ARTICLE V (cont'd)

- (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*.

/CS

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APPENDIX E
ONTARIO REGION OPERATING RULES TO BE REPEALED

CO-OPERATIVE HOUSING FEDERATION OF CANADA

ONTARIO REGION OPERATING RULES

Consolidated as at

June 2017

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**CO-OPERATIVE HOUSING FEDERATION OF CANADA
ONTARIO REGION OPERATING RULES**

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

ARTICLE 2 (cont'd)

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.

ARTICLE 4 (cont'd)

- (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

ARTICLE 4 (cont'd)

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.

ARTICLE 4 (cont'd)

- (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.

ARTICLE 4 (cont'd)

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.

ARTICLE 5 (cont'd)

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.

ARTICLE 5 (cont'd)

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

CO-OPERATIVE HOUSING FEDERATION OF CANADA

POLICY MANUAL

DATE ISSUED:

June 2020

NUMBER:

1.5.3.1

REPLACING ISSUE OF:

n/a

CROSS REFERENCE:

1.5.3, 2.3.3.8, 2.4.3, 2.4.7.1, 2.4.7.4, 2.4.8

DATE OF LAST REVIEW:

n/a

AUTHORITY:

General Members

DUE FOR NEXT REVIEW:

June 2025

SUBJECT:

Oversight of the National and Ontario Endowment Funds Following the Repeal of By-Law No. 2 and the Ontario Region Operating Rules

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

- a. 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.

Number: 1.5.3.1

Subject: Oversight of the National and Ontario Endowment Funds Following the Repeal of By-Law No. 2 and the Ontario Operating Rules

Date Issued: June 2020

Page 2

- b. 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: (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.

SUBMITTED BY: CHF Canada Ontario Council

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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:

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