

# Constitutional Bylaw

## Bylaw 11

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## Bylaw 11

### Introduction

A Bylaw relating generally to the transaction of the affairs of Windfield Co-operative Homes Inc.

BE IT ENACTED as a Bylaw of Windfield Co-operative Homes Inc. (herein called the "Co-op") as follows:

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**Article 1            General**

**1.1        Aims and Objectives**

The purpose of the Co-op is to provide housing to its members on a co-operative basis, and for the continuation of co-operative principles and the betterment of society, and without the purpose of gain for its members.

**1.2        Head Office**

The Head Office of the Co-op will be located in the City of Guelph in the Province of Ontario at such place or address as the Board of Directors (herein called the "Board") may from time to time by resolution determine.

**1.3        Corporate Seal**

The Corporate Seal of the Co-operative will have inscribed hereon "Windfield Cooperative Homes" and the seal impressed in the margin of these bylaws is hereby adopted as the Corporate Seal of the Co-operative.

**1.4        Co-operative Corporations Act**

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

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**Article 2            Membership**

**2.1            Membership**

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

**2.2            Application for Membership**

Applicants for membership will submit a written application on a form approved by the Board accompanied by a non-refundable application fee. No application for membership may be considered unless all adult members of the applicant's household who intend to occupy a unit in the Co-op have applied with the exception of any adult children 18 years of age or older who are still attending school full time and can provide suitable documents thereof.

**2.3            Qualifications for Membership (Amended 2003 .02.2)**

- (a)            The Board may accept for membership persons having the qualifications as set forth in the Co-operative Corporations Act and the Co-op's Bylaws.
- (b)            No persons will be accepted for membership until his/her application has been processed by the Co-op Coordinator and subsequently approved by the Board. Once approved, the applicant(s) will be offered a unit within the Co-op and will be required to sign an Occupancy Agreement, submit a one-time nonrefundable membership fee provided in the Articles of Incorporation and submit any required housing charges, maintenance deposits and any required fees before commencing occupancy.
- (c)            No person will be admitted to membership unless she/he is at least 18 Years of age. When any person occupying a unit as part of a member's household reaches the age of 18 years, such person may apply for membership in the Co-op, and if accepted, will sign an Occupancy Agreement. If not accepted, or if she/he does not apply, members occupying the Unit will continue to be responsible to the Co-op for her/his behaviour. If the members refuse to take responsibility, then the person will leave the Co-op.

**2.4            Selection**

To be considered for membership and residence at Windfield Co-operative Homes Inc., applicants must complete the prescribed application form with full information as indicated and participate in a membership interview conducted by the Co-op Coordinator. Acceptance will be by resolution of the Board of Directors.

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The main objective of the membership selection process for Windfield Co-operative Homes is to choose the best possible membership for Co-op, taking into account the needs of the community and the needs of the individual. As such, preference will be given to current members of the Co-op should there be more than one application for an available unit.

**Statement of non-discrimination**

The Co-op will not discriminate against applicants because of: race, religion, ancestry, place of origin, colour, ethnic origin, citizenship, creed, gender, sexual orientation, age, marital status, family status, handicap or receipt of public assistance.

The criteria for Co-op membership will include:

- (a) A willingness to participate in the ongoing development of the Co-operative as a community.
- (b) A willingness to participate in the ongoing operation of the Co-operative.
- (c) A willingness to abide by the Bylaws, Agreements, Policies and Rules set from time to time by the Co-operative.
- (d) A willingness to respect the human and civil rights of others.
- (e) An indication of commitment to long term residence.
- (f) The ability of the Co-op Coordinator to establish the overall financial stability of the applicant(s).
- (g) A need appropriate to the available unit.
- (h) An intention to reside in a unit of the housing Co-op.
- (i) At least one member of the household must 18 years of age or older.



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**2.5 Refusal of Applications**

The Co-op Coordinator has the authority to process and refuse applications without taking it to the Board of Directors.

Written reasons for refusal will be provided to the applicant(s) by the Co-op Coordinator. The notice will advise the applicant(s) that he/she has the right to appeal the decision within 10 days from the date of the refusal notice. Once an appeal has been received the applicant(s) will be placed on the agenda for the next available Board meeting.

**2.6 Memberships are Non-Transferable**

Membership in the Co-op is not transferable and will terminate upon vacating the Co-op entirely or upon death.

**2.7 Withdrawal from Membership**

A member may withdraw from membership in the Co-op by providing the Co-op Coordinator with a written notice addressed to the Board of Directors giving at least of 65 days (at least 5 days followed by two full calendar months) notice as also required to terminate occupancy, as per Bylaw 12, Article 9.

**2.8 Expulsion from Membership**

- (a) A member may be expelled from membership in the Co-op by resolution passed a majority of the Board at a meeting duly set for this purpose.
- (b) The procedure governing the expulsion and all proceedings before and after, including the right to appeal will be governed by the provisions of the Co-operative Corporations Act. Schedule J of Bylaw 12 Contains an excerpt from the Act which explains this process.

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**Article 3 Meetings of Members**

**3.1 Annual General Meetings**

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

**3.2 Regular General Meetings**

In addition to the Annual Meeting, regular General Meeting of the membership will be held at least twice a year. These meetings will be spaced approximately equal intervals throughout the year. The agenda for each regular meeting will include the receiving of reports from the Board, committees, and staff, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

**3.3 Special General Meetings**

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

**3.4 Requisition for General Meeting**

- (a) Five per cent of the members of the Co-op may requisition the Board to call a General Meeting of the members for any purpose that is connected with the affairs of the Co-op and that is not inconsistent with the Co-operative Corporations Act.
- (b) The requisition will state the general nature of the business to be presented at the meeting and will be signed by the requisitioner and deposited at the Head Office of the Co-op. This may consist of several documents each signed by one or more requisitioners.
- (c) Upon deposit of the requisition, the Board will call a meeting of the members for The transaction of the business stated in the requisition.

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- (d) If the Board does not, (subject to subsection (g)) within five days from the date Of deposit of the requisition, call the meeting and hold the meeting within thirty days of the date of the deposit, any of the requisitioners may call the meeting, which will be held within sixty days from the date of the deposit of the requisition.
- (e) A meeting called under this section will be called in the same manner as meeting called under Bylaw 11, Article 3, sections 3.5 to 3.12.
- (f) The Co-op will reimburse the requisitioner for any reasonable expenses incurred by them because of the action taken by then under subsection (d) unless, at the meeting, the members by a majority of votes cast reject the reimbursement of the requisitioner, or unless a quorum of members is not present at the meeting.
- (g) The Board will not be obligated to call a General Meeting of the members, if an annual, regular or special meeting is scheduled within the thirty-day period mentioned in subsection (d).

**3.5 Notice of Meetings**

- (a) Notice of each General Meeting of members will be given to each member not less than ten or more than fifty days prior to the date of the meeting. In computing time for giving notice, the day of giving the notice will not be counted and the day of the meeting will be counted.
- (b) The notice will specify the time and place of the meeting and will set out or be accompanied by a statement of the business to be considered or transacted at the meeting in reasonable detail. Any member will be entitled to have a matter put on the agenda for any General Meeting and sent out with notice of the meeting, provided the member gives the Secretary written notice of such matter sufficiently in advance of when notices of the meeting are being sent out to permit it to be included. If the member does not give notice in time for inclusion with the regular notice of meeting, they may, at their own expense, give notice to all members at least five days prior to the date of the members meeting.
- (c) No business may be transacted, ad no resolution or bylaw adopted or confirmed by members, unless the general nature of that item of business was set out in or with the notices mentioned above. If, at the beginning of the meeting, all members present consent to discuss and decide upon any matter then it will be included in the agenda.

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- (d) The record date for notice will be the day before the last date giving notice under Bylaw 11, Article 5, section 5.7, subsection (a). Notice will be given to all persons who at 4:30 p.m. on the record date are shown on the register of members, kept under section 5.7, as members of the Co-op, and notice will be given to them by leaving the notice at their place of residence at their address as shown on the register members. Alternatively, notice may be given to them by prepaid registered mail in which event notice will be deemed to have been given on the third day after mailing, unless there is an interruption of mail services by reason of strike or otherwise, in which event notice will not be deemed to have been given until actually received.
- (e) When notice of a meeting is received by the members, the accidental omission of any member or the non-receipt of notice by any member, or any error in the register of members as of the record date, will not invalidate, any motions or resolutions passed or any proceedings taken at the meeting.

### **3.6 Place of Meeting**

Meetings of members will be held at a place within the City of Guelph unless 2/3 of the membership authorizes the holding of a meeting of members at any other place within the Province of Ontario.

### **3.7 Attendance at Members' Meetings (Amended 1994.09.29)**

All members will attend all meetings of members, unless prevented by illness, duties of employment, or other cause beyond their control, or unless excused by the Board. Failure to attend a minimum of two meeting during a calendar year may result in expulsion from membership and termination of occupancy rights in accordance with the provisions of the Occupancy Bylaw.

### **3.8 Quorum**

No business will be transacted or motions or resolutions adopted at any meeting of members, unless a quorum of members is present. A quorum will consist of no less than fifteen members or twenty-five percent of the members entitled to vote at the meeting. If a quorum is not present within forty-five minutes of the time for which the meeting was called, the members present may adjourn the meeting to a date not less than five and not more than fifteen days thereafter, and the decisions of the subsequent meeting will be binding regardless of the number of members who attend. At least two days notice of the subsequent meeting will be given in the same manner as provided in Bylaw 11, Article 3, section 3.5 (using the original record for notice). Notwithstanding the above, if the meeting was called upon requisition under Bylaw 11, Article 3, section 3.4 and if no quorum is present within the forty-five minutes of the time for which the meeting was called, the meeting will be dissolved and there will be no power in those present to adjourn to another time.

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**3.9 Chairperson at Meetings**

The President, or in his/her absence, the vice-President, or the next person in line selected by the Board, will preside as Chairperson at meetings of members. However the members at the meeting may choose a different person to be Chairperson. If the Chairperson wishes to make a motion or participate in the discussion of a matter before the meeting, the Chairperson will leave the Chair until the voting on such motion is over, or discussion of such matter has been completed. During their absence from the Chair, the Vice-President or some other person approved by the members, will act as Chairperson. The acting Chairperson at the time of a vote would break a tie. In no event will the Chairperson have a second or casting vote.

**3.10 Voting**

Each member of the Co-op will have only one vote at any meeting. All persons who are members at the time of the vote will be entitled to vote, although that they may not have been members at the time of notice of the meeting was given. Only members present in person may vote and proxies will not be permitted. Unless otherwise specifically provided herein or in the Co-operative Corporations Act, all decisions will be made by a majority of votes cast (and an abstention will not be considered a "vote cast").

**3.11 Procedure at Meetings**

Meeting of members will be conducted in accordance with the Rules of Order (Schedule A).

**3.12 Attendance by Non-Members**

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

**3.13 Attendance**

The Secretary will keep a record of attendance, and ensure that only members are voting.

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**Article 4            Board of Directors**

**4.1            Powers and Duties of the Board**

- (a)        The business of the Co-op will be under the management and direction of the Board. The Board will exercise all the powers and do all acts that may be exercised or done by the Co-op and are not by the Bylaws if the Co-op or by statute expressly directed or required to be done by the Co-op at meetings of the members.
- (b)        The Board will at all times act in accordance with the Co-operative Corporations Act, the Articles of Incorporation and Bylaws of the Co-op, and resolutions duly passed at meetings of the members.
- (c)        The Board may from time to time pass Bylaws, which will not be effective until confirmed, by at least two-thirds of the votes cast at a General Meeting of the members.
- (d)        The Board's responsibilities will include the following:
  - (1)        Establishing and regularly reviewing objectives, goals and policies for the Co-op.
  - (2)        Ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined.
  - (3)        Ensuring that all legal obligations and agreements of the Co-op are fulfilled.
  - (4)        Ensuring that the Co-op's property is adequately maintained.
  - (5)        Supervising and monitoring the financial affairs of the Co-op and making prudent decisions in the interests of the members.
  - (6)        Maintaining an adequate level of insurance coverage.
  - (7)        Ensuring that the appropriate Policies and Procedures for the selection of housing of members are followed.
  - (8)        Approving membership applications.
  - (9)        Coordinating the reports and activities of committees.
  - (10)        Determining the agenda for all General Meetings.
  - (11)        Reporting in its activities to each meeting of the members.

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- (12) Hiring, dismissing and directing employees and fixing their remuneration.
- (13) Ensuring that the social and community needs of the Co-op are addressed.
- (14) Ensuring the participation of the Co-op in the broader co-operative movement.
  
- (15) Ensuring the ongoing education of its directors in order to achieve all of the above in the most effective and efficient manner possible.

#### **4.2 Number of Members of the Board**

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

#### **4.3 Qualifications**

Directors of the Co-op must be members of the Co-op. No undercharged bankrupt or mentally incompetent person will be a Director. A person who is elected as a Director is not a Director unless they were present at the meeting when they were elected and did not refuse at that meeting to act as a Director. As well a person may be a Director if they were not present at the meeting, but had consented in writing to act as a Director before the election or within ten days thereafter.

#### **4.4 Election of Directors**

Directors will be elected by the members at the Annual Meeting and will serve for a term of two years — except at the first Annual General Meeting where four Directors will be elected for one year terms — or until their successors are elected. No Director will serve more than three consecutive terms. The election will be by ballot and each member will on her/his ballot cast a number of votes equal to the number of Directors to be elected. The member may distribute such votes among the candidates in any way they see fit, but no candidate will receive more than one vote from any member per ballot. In the case where there is no contest, candidates will be approved by the membership in a yes/no vote. No candidate may take office by acclamation. At the first Annual General Meeting there will be two sets of nominations and ballots — the first for the election of four Directors to two-year terms and the second for the election of four Directors to one-year terms.

#### **4.5 Remuneration**

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

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**4.6 Vacancy**

Where a vacancy occurs on the Board and a quorum of Directors remains, the Directors may elect a qualified person to fill the vacancy for the remainder of the term. If no quorum of Directors exists, the Directors will call a meeting of the members, to fill the vacancies for the balance of the original terms.

**4.7 Termination of Directorship**

- (a) Any Director may resign by notice in writing delivered to any other Director who an Officer. The resignation will be effective on the delivery of the notice.
- (b) A resolution passed by a majority of the voting members cast at a General Meeting may remove any Director from the office before the expiry of her/his term. A notice of the intention to propose such a resolution must be included with the meeting notice. The members may by majority of the votes cast at the meeting, elect any qualified person to fill the vacancy for the remainder of the term.
- (c) Any Director who is absent from two consecutive Board meetings, or two consecutive General Meetings, without leave of the Board may be removed from office. The Board may at its next meeting, notify the Director, and give her/him the opportunity to appear and be heard.
- (d) Where a Director is removed from their position under section (c), no new Director will be appointed by the Board until after the next General Meeting. The Director whose position was terminated will have the right to appeal to the membership at the next General Meeting: In, the event of an appeal by the removed Director, a notice will be given to an Officer which will include the notice of the appeal in the notification of the next General Meeting. If the members allow the Director's appeal, she/he will be immediately reinstated as a Director.

**4.8 Meeting of Directors**

- (a) The Board will meet monthly on a day, set at the previous meeting, or at a regular day of the month, determined by resolutions of the Board. The Board will meet at such other times as it may determine. In addition, the President or Vice- President or a quorum of Directors may at any time call a meeting of the Board.
- (b) Meetings will take place at the head office of the Co-op or at such other place within the City of Guelph as the Board may determine.



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- (c) At least days notice of each meeting will be given to each Director, in the same manner as giving notices of member' meetings. Less notification may be given in the event of a pressing circumstance or an emergency provided the member calling the meeting and those present at the meeting consent to holding the meeting without normal notice. In addition, all the Directors may at any time waive any requirements for notice.
- (d) Where all the Directors have consented, any Director may participate in a meeting of the Board by means of conference telephone or other communication equipment where all persons participating in the meeting can hear each other.
- (e) The President, or in her/his absence or inability to act, the Vice-President or such other person as may be determined by the Board, will serve as Chairperson of meetings of the Board.
- (f) Consensus decisions making will be the procedure followed at the Board meetings unless the Board of Directors decides to settle an issue by majority vote.

#### 4.9 Procedure for Elections

An Elections Officer and assistant will be appointed by the Board prior to the General Members Meeting. The Elections Officer will be responsible for ensuring that the election is conducted in accordance with the Bylaws, for providing a list of nominated candidates, and for supplying initialed ballots with spaces equal to the number of Directors to be elected. To ensure that each member votes only once, the Elections Officer will keep a list of members and stroke off the member's name when the ballot has been deposited. The Elections Officer and assistant will count the votes, announce the results, and ensure that the number of votes for each candidate is recorded in the minutes. There will be an immediate recount on the request of any member. Following the election, the cast ballots will be returned to the ballot box, which will be sealed and kept in kept in the Co-op office for two weeks before the ballots are destroyed. During the two-week period, any member may, in accordance with Bylaw 11, Article 3, section 3.4, requisition a General Members Meeting for the purpose of recounting the votes. If such a meeting is called, the ballots will be kept until the date of the meeting. In the case of a tie vote, a run-off will be held between the candidates who are tied.

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#### 4.10 Responsibilities of Individual Directors

The responsibility of Directors will include (in addition to any responsibilities any Director may have as an officer) the following:

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

#### 4.11 Minutes of Board Meetings

The minutes of all Board meetings will be made available to the Board of Directors within a two week period or at the next available board meeting, whichever is sooner. These will be considered the "original" Board Meeting Minutes.

A copy of the original Board Meeting Minutes will be kept in the office after the Board of Directors has reviewed, approved and signed off on the minutes of each meeting.

A "membership version" of the Board Meeting Minutes will be made available at the co-op office for membership review within two weeks after the original minutes have been signed by the Board of Directors, as per article 4.12(f). Once posted for a minimum period of one month, the minutes will be kept in a "BOD membership minutes" binder in the co-op office and can be requested by any member during regular business hours.

#### 4.12 Confidentiality of Board Proceedings

- (a) All Directors will keep confidential all matters considered by the Board or coming to their notice or attention as Directors which are of a confidential or private nature. Such matters will include personal information on individual members and information relating to the business of the Co-op where secrecy is appropriate to preserve the Co-op's position against third parties.

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- (b) If any officer, employee, or other member of the Co-op is present at a Board meeting where confidential matters are considered and becomes aware of such information, they will have an obligation to keep such information confidential and not to communicate it to anyone else.
- (c) The membership version of the Board Meeting Minutes will not include details of confidential matters, but will indicate that confidential matters were considered, and will contain reasons for the confidentiality. The Board will require that full minute records are kept in a secure location in the Co-op office and that only non-confidential information is released to the general membership as per article 4.11 above.

**4.13 DIRECTOR ARREARS**

- a) No one who is in arrears of housing charges or is behind in their financial obligations to the Co-op for any reason can become a director of the Co-op.
- b) All directors are expected to pay their housing charges or other money due to the Co-op in full and on time. If an existing director falls into arrears, the Co-op will give the director written notice providing 14 calendar days after the notice date to pay the arrears in full or sign and strictly adhere to a one time only repayment agreement. If the director does not pay the arrears in full or have the repayment agreement in place within the 14 days, he/she will automatically cease to be director.
- c) If an existing director enters into a repayment agreement for arrears, the agreement may not be longer than six months in duration and cannot be altered or extended for any reason. If he/she ceases to be a director during this time, the general member arrears policy will apply.
- d) Each director will only be granted one repayment agreement of this nature per his/her term on the Board. Should a second occurrence of arrears take place within the same term, he/she will have effectively resigned from the Board of Directors unless payment in full has been received within the 14-day notice period.
- e) Should the director default in any further financial obligation to the co-op including the arrears payments agreed to in items b & c of this article, he/she will have effectively resigned from the Board of Directors as agreed to when signing the “Board of Directors Rules of Conduct Agreement”.

- f) So long as the director is in arrears, he/she will abstain from taking part in any discussion, motion or vote on arrears issues that are presented at the board table.
- g) If the director disputes the amount owing, the director can:
  - a. Pay the full amount set out in the arrears notice and remain on the Board until the Board reviews the matter. If the Board finds that there was an error in the notice, the Co-op will refund to the director the excess amount paid.
  - b. Give the Co-op written notice of the dispute by the earlier of the beginning of the next schedule board meeting or the end of the 14-day notice period. The Board will review the matter at its first meeting after receipt of the director's notice. It will decide on the facts whether the amount in the notice was correct. The Board's decision will be final. If the Board finds that there are arrears of any amount, the member will cease to be a director right after the Board makes its finding, unless the full amount due is paid at that time. If the Board does not review the matter or does not make a finding, the notice will stand and the director will cease to be a director at the end of that meeting.
- h) The written notice to the director can be given in the form attached to this by-law, but an ordinary arrears notice or any other written notice will also start the 14-day period. The notice will be prepared and delivered by the Coordinator. Prior approval of the board is not needed.
- i) This by-law will have priority over the other by-laws of the Co-op.

**14-DAY NOTICE TO**  
**DIRECTOR IN ARREARS**

Date: \_\_\_\_\_

To: \_\_\_\_\_

Re: outstanding balance on housing charge account

Our records indicate that as of the date of this notice, you owe the Co-op \$ \_\_\_\_\_. Under the Co-op's by-law 11, article 4.13, you have up to **14 calendar days** from the above date to pay this amount in full or contact the Coordinator to arrange for a repayment agreement of no longer than six months. If after the 14-days any amount remains unpaid or a repayment agreement has not been reached, you will have effectively resigned from the Board of Directors.

If you do not have a copy of this by-law one can be obtained from the office. For more information about the amount owing or make payment arrangements, please contact the undersigned.

Sincerely,

Penny Parsons  
Administrative & Financial  
Management Coordinator

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 5  
2013.04.07

**Article 5            Officers and Delegates**

**5.1            Election of Officers and Delegates**

The Board will annually or more often, as may be required, elect a President, Vice-President, Secretary, Treasurer and CHF Delegate. All Officers and Delegates will be members of the Co-operative and must have been elected to the Board of Directors by the membership.

**5.2            Removal of Officers**

The Board may by resolution remove any Officer from office. Such Officer will be entitled to attend the meeting of the Board and to make representations. The Directors may immediately fill any office rendered vacant under this section unless any proposed appeal is made to the members.

**5.3            Other Vacancies**

- (a)    Any Officer may resign by notice in writing delivered to any Director. The resignation is to be effective on delivery of the notice.
- (b)    When the President, Vice-President, Secretary or Treasurer ceases to be a Director, the member will at the same time cease to occupy their office.
- (c)    When/if a Delegate ceases to be a Director, he/she will cease to be the delegate within one year of the resignation date or when a new Delegate has been elected by the Board of Directors, whichever comes first.

**5.4            Remuneration**

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

**5.5            President**

The President will, subject to Bylaw 11, Article 3, section 3.9 and Article 4, section 4.8, ensure a Board member will preside at all meetings of members and the Board. They will be responsible for the general management, supervision and direction of the affairs of the Co-op, subject always to the instructions of the members of the Board.

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 5  
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**5.6 Vice-President**

The Vice-President will, subject to Bylaw 11, Article 3, section 3.9 and Article 4, section 4.8, reside at the meetings of members and the Board in the absence of the President. If the President is unable or unwilling to act with respect to any of the other duties, the Vice-President will perform such duties.

**5.7 Secretary**

The Secretary will issue or cause to be issued all required notices of meetings of the members and the Board. They will be responsible for the maintaining of all the books and records of the Co-op other than those for which the Treasurer is responsible. The Secretary will ensure that accurate and complete minutes of all meetings of the members and the Board and distribute them in such manner as the members or the Board may direct. The Secretary will cause to keep the Co-op office the following:

- (a) A copy of the Co-op's Articles of Incorporation, and any Amendments thereto;
- (b) All Bylaws, Policies and Procedures and Resolutions of the Co-op;
- (c) A register of members which sets out alphabetically the names of all persons who are or have been within ten years registered as members of the Co-op, and their addresses;
- (d) A register of Directors showing the names and residence addresses of all Directors and the names of all persons who are or have been Directors with the dates on which each of them became or ceased to be a Director;
- (e) Minutes of all meetings of members and of the Board.

The Secretary in conjunction with a committee will ensure that the Members' Handbook will be kept up to-date.

Windfield Cooperative Homes Inc.  
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**5.8 Treasurer**

The Treasurer will oversee and supervise all the financial management and affairs of the Co-op. They will oversee all funds and securities of the Co-op to be deposited with such bank, trust company, or credit union as the Board may direct. The Treasurer will cause to be kept proper accounting records including records of all sums of money received and disbursed by the Co-op and the manner in which the receipt and disbursement took place, all rental, occupancy charges and other amounts received by or owing to the Co-op, the assets and liabilities of the Co-op and all other transactions affecting the financial position of the Co-op. They will ensure that the Board receives monthly financial reports, review the reports with the Board, and ensure that copies of the report are forwarded to committees as required. The Treasurer will ensure that the books and accounts of the Co-op are available to any member at all reasonable times upon application at the office of the Co-op during business hours.

**5.9 General Duties of Officers**

The Officers will perform their respective duties in accordance with all resolutions passed at the meetings of the Board. The Officers will perform such additional duties as may be assigned to them by the members of the Board and will act as signing Officers where set out in this Bylaw.

**5.10 Delegates**

- (a) The Delegates, consisting of the delegate and an alternate, are elected from and by the Board of Directors at the first meeting held by the new Board of Directors following the fall elections.
- (b) The Delegate is responsible to attend the local COCHF official business meetings and educational workshops on behalf of the Co-op at least twice per year at the Co-op's expense. Workshops to be attended are chosen for the Delegate by the Board of Directors based on the relevance to the Co-op's needs.
- (c) The Delegate is responsible to attend the CHF Canada Annual General Meeting on behalf of the Co-op. Workshops to be attended are chosen for the Delegate by the Board of Directors based on the relevance to the Co-op's needs. All expenses including airfare, hotel, meals and workshop registrations will be the responsibility of the Co-op.



Windfield Cooperative Homes Inc.  
Bylaw 11 Article 5  
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- (d) The Alternate is responsible to attend the meetings as stated in item (b) and (c) above should the delegate be unable to attend.
- (e) Should neither the Delegate nor the Alternate be able to attend the COCHF official business meetings and another board member is attending the meeting, he/she can be designated as the delegate for the purpose of voting on the Co-op's behalf.
- (f) Should neither the Delegate nor the Alternate be able to attend the CHF Canada Annual General Meeting, the Coordinator (if attending) will be designated as the Co-op Delegate for the purpose of voting at the annual business meeting on behalf of the Co-op.
- (g) After attending the COCHF meetings/workshops and/or CHF Canada AGM, the Delegate (or designated delegate) will provide a written report to the Board of Directors summarizing the experience and conveying information that may be helpful to the Co-op.

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 6  
1996.10.27

**Article 6                      Committees**

**6.1                      Committees Struck by the Board**

The Board may strike such committees as it deems necessary. They will determine the duties and composition in accordance with this Bylaw.

**6.2                      Committees Struck by the Membership**

The membership at a General Meeting, may strike such committees when necessary, by majority vote. They will determine the duties and composition of the committees in accordance with this Bylaw.

**6.3                      Conflict Between Committees**

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

**6.4                      Committee Membership**

A committee will consist of members from among the general membership of the Coop. In special circumstances the Board may appoint members to a specific committee from among the Co-op Membership.

**6.5                      Duties of Committees (Amended 1996.10.27)**

Each committee will, in addition to meeting its terms of reference, select a Chairperson from among its members, report in writing or verbally to the Board and membership as requested, send a representative to the Board or General Meetings as requested, and appoint a secretary who will post minutes in the Community Centre within a two week period after every committee meeting.

**6.6                      Quorum**

The quorum of a committee will be half of the members appointed.

## **6.7 Authority of the Board**

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

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 7  
2012.10.21

**Article 7            Financial**

**7.1      Fiscal Year**

The fiscal year of the Co-op will begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following calendar year but may be changed by a resolution of the Board.

**7.2      Budget**

Each year the Board will approve an operating budget for presentation to the members in accordance with Article 4 of Bylaw 12, the Occupancy Bylaw.

**7.3      Bonding of Employees**

Every Officer, including signing Officer, or employee of the Co-op who has charge of or handles money or securities belonging to the Co-op, will be bonded by a surety company selected by the Board. The amount of the bond to be determined by the Board may not be less than \$5,000.

**7.4      Auditor**

The members at each Annual Meeting will appoint an Auditor, who is a chartered accountant, or chartered accounting firm or, corporation, familiar with accounting for cooperative housing corporations. The Auditor will be entitled to notice of any meeting at which it is proposed to appoint some other person as Auditor. The Auditor will hold office until a successor is appointed. Remuneration of the Auditor will be fixed by the Board. The Auditor will at all reasonable times have access to the books, accounts and have vouchers of the Co-op and the Directors and Officers of the Co-op will provide her/him with such information and explanations as may be necessary for the performance of their duties.

**7.5      Auditor's Report**

The Auditor will report on the financial position of the Co-op at each Annual General Meeting. The report will state the results of the Co-op's operations in accordance with generally accepted accounting practices.

**7.6      Signing Authority**

- (a) All cheques will be signed by any two Officers or Directors of whom at least one will be President or Treasurer.
- (b) All other formal documents or writings requiring the signature of the Co-op will be

signed by any two Directors of whom at least one will be President or Vice-President. They may also affix the corporate seal of the Co-op to any document requiring it.

- (c) The Board will have the power from time to time by resolution to appoint any Officer, Director, or other person, to sign contracts, documents and instruments in writing on behalf of the Co-op.
- (d) Any person signing any document referred to in sections (b) and (c) will make Sure that the document is in accordance with the general intent of the resolution or other authority authorize the execution of such document. They will have power to approve minor changes which do not affect the substance of the document.

#### **7.7 Investment of Surplus Funds**

The Board may invest the surplus funds of the Co-op in short-term securities or other forms as it may decide. The Board will not invest any funds of the Co-op in any security having a maturity date of over one year from the time of the investment without the authorization of the members.

#### **7.8 Dissolution of the Co-op**

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

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 8  
1996.10.27

**Article 8            Bylaws, Policies and Procedures**

**8.1            Bylaws**

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

**8.2            Occupancy-Related Policies**

Occupancy-Related Policies deal with matters relating specifically to the occupancy relationship between the Co-op and the individual members and constitute either an occupancy right or responsibility on the part of the member or the Co-op. Occupancy-Related Policies will be considered the equivalent of Bylaws, will be attached as Schedules to the Occupancy Bylaw, and can only be passed and amended in the same manner as Bylaws, as is set out in Bylaw 11, Article 4, section 4.1. Areas of concern where Occupancy-Related Policies might be adopted by the Co-op may include Membership, Maintenance, Rules and Regulations, Spending and Arrears.

**8.3            Organizational Policies**

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

**8.4            Procedures**

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

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 8  
1996.10.27

**8.5 Records of Policies and Procedures**

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

**8.6 Priority**

Insofar as possible, Bylaws, Policies and Procedures of the Co-op will not conflict with each other or with the Co-operative Corporations Act and Articles of Incorporation of the Co-op. In the event of conflict, the order of priority will be:

- (1) the Co-operative Corporations Act
- (2) the Articles of Incorporation of the Co-op, and any Amendments
- (3) Bylaw 5
- (4) Bylaw 12 (Occupancy Bylaw)
- (5) Bylaw 11 (Constitutional Bylaw)
- (6) Other Policies
- (7) Procedures

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 9  
1996.10.27

**Article 9            Employees**

**9.1            Board Supervision of Employees**

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

**9.2            Coordinator**

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



Windfield Cooperative Homes Inc.  
Bylaw 11 Article 10  
1996.10.27

**Article 10            Approvals**

**10.1            Approvals Required**

This Bylaw was passed by the Board and confirmed by 2/3rds of the votes at a General Meeting, October 12, 1983. This Bylaw may be amended, and further Bylaws may be passed, only by following a similar procedure.

Windfield Cooperative Homes Inc.  
Bylaw 11 Article 11  
1996.10.27

**Article 11          Sector Support**

**11.1          Membership**

The Board may apply for and hold membership in the name of the Co-op in other co-operative organizations.

**11.2          Dues**

The operation budget approved by the members will include a provision for membership dues in and an allowance for attendance at meetings of such cooperatively based operations.

Windfield Cooperative Homes Inc.  
Bylaw 11 Approvals  
October 16, 2012

**October 16, 2012**

Amendments to Bylaw 11 of Windfield Co-operative Homes Inc. were confirmed by a two-thirds majority vote at a meeting of members held on the 16<sup>th</sup> of October, 2012. See "Director Arrears" – Article 4.13.

**October 27, 1996**

Amendments to Bylaw 11 of Winfield Co-operative Homes Inc. were confirmed by a two-thirds vote at a meeting of members held on the twenty seventh day of October, 1996.

**September 29, 1994**

Amendments to Bylaw 11 of Winfield Co-operative Homes Inc. were confirmed by a two-thirds vote at a meeting of members held on the twenty ninth day of September. 1994.

**September 21, 1993**

PASSED by the Board of Directors of Windfield Co-operative Homes Inc. at a duly constituted meeting, on the fourth day of August, 1993.

CONFIRMED by 2/3rds of the votes cast a duly constituted General Meeting of Windfield Co-operative Homes Inc., which was called for this purpose on the twenty first day of September, 1993.

**October 20, 1983**

The original Constitutional Bylaw (Bylaw 1) was passed and approved as follows:

PASSED by the Board of Directors of Windfield Co-operative Homes Inc. at a duly constituted meeting, on the twentieth day of October, 1983.

CONFIRMED by 2/3rds of the votes cast a duly constituted General Meeting of Windfield Co-operative Homes Inc., which was called for this purpose on the twentieth day of October, 1983.