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HUGH GARNER HOUSING CO-OPERATIVE INC.

BY-LAW NO. 10

ORGANIZATIONAL BY-LAW

Amended by By-law 15

September 20, 1994

Hugh Garner Housing Co-operative Inc.

BY-LAW NO. 10

*A By-law relating generally to the transaction of the affairs of
Hugh Garner Housing Co-operative Inc.*

BE IT ENACTED as a By-law of Hugh Garner Housing Co-operative Inc., (herein called the "Co-op") as follows:

ARTICLE 1

GENERAL

1.01 Aims and Objectives

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

1.02 Co-operative Corporations Act

The affairs of the Co-op shall be governed by and conducted in accordance with the *Co-operative Corporations Act* of Ontario.

ARTICLE 2

MEMBERSHIP

2.01 Membership

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

2.02 Application for Membership

Applicants for membership shall submit a written application in the form required by the Board, accompanied by the application fee. No application for membership may be considered unless all members of the applicant's household who are sixteen years of age or older and who intend to occupy a Unit of housing in the Co-op have applied. No application for membership in the Co-op may be withdrawn after the applicant has taken occupancy of a Unit of housing in the Co-op.

2.03 Qualifications for Membership

- a) The Board may accept for membership persons who are sixteen years of age or over and who have the qualifications set forth in the *Co-operative Corporations Act* and in this Article.
- b) No person shall be granted membership until he or she has taken possession of a unit of housing in the Co-op, has signed the Occupancy Agreement or made other arrangements satisfactory to the Board as to the Occupancy Agreement, and has satisfied all the financial requirements of the Co-op.
- c) In judging the acceptability of applicants for membership, the Co-op will not discriminate by reason of race, national or ethnic origin, colour, religion, age, sex, marital status, political affinity or activity, sexual orientation, family relationship, physical handicap, record of offence or by any other reason which is a violation of fundamental human rights.

The suitability of an applicant for membership will be judged by the following criteria:

1. Commitment to co-operative principles and a willingness to participate in the Co-op's activities and functioning;
2. Demonstrated financial responsibility;
3. Indication of permanency or long-term commitment to the Co-op;
4. Likelihood of being a good resident who will maintain his/her home in a good condition and the likelihood of being a good neighbour who will respect rights of others;
5. Household size and income meet the requirements of the Co-op;
6. Indication of a positive attitude to living in a community with people from a variety of social, economic and cultural backgrounds.

2.04 Membership is Non-Transferrable

Membership in the Co-op shall not be transferrable and shall terminate on death.

ARTICLE 3

MEETINGS OF MEMBERS

3.01 Annual Meetings

- a) The Co-op shall hold an Annual Meeting of the Members not more than eighteen months after incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting and not more than six months after the end of the immediately preceding fiscal year of the Co-op.
- b) The agenda for each Annual Meeting shall include the presentation of the Auditor's report and approval of the audited financial statements and will normally include the appointment of an auditor, the receiving of annual reports from the Board and committees, and any other matters relevant to the affairs and business of the Co-op that may be raised by any member.

3.02 General Meetings

- a) General Meetings of the Members shall be called by the Board no fewer than five times a year.

As nearly as convenient, the Annual Meeting and the five General Meetings shall be spaced at bi-monthly intervals through the year.
- b) The agenda for each regular meeting shall include the receiving of reports from the Board and committees, and any other matters relevant to the affairs and business of the Co-op that may be raised by any Member.
- c) General Meetings may also be called by any duly constituted 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*. The holding of such meetings shall not relieve the Board from calling the five meetings required by subsection (a) above.

3.03 Requisition for General Meetings

- a) Five percent of the Members of the Co-op may requisition the Board to call a General Meeting of the Members for any purpose that is connected with the affairs of the Co-op and that is not inconsistent with the *Co-operative Corporations Act*.
- b) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the Head Office of the Co-op and may consist of several documents in like form, each signed by one or more requisitionists.
- c) Upon deposit of the requisition, the Board shall forthwith call a meeting of the Members for the transaction of the business stated in the requisition.
- d) Except as provided for by subparagraph (g) below, if the Board does not call the meeting within ten days from the date of deposit of the requisition and hold the meeting within thirty days of the date of the deposit of the requisition, any of the requisitionists may call the meeting, which shall be held within sixty days from the date of deposit of the requisition.
- e) A meeting requisitioned under this paragraph shall be called and held as nearly as possible in accordance with Article 3, paragraphs 5 to 13.
- f) The Co-op shall reimburse the requisitionists for any reasonable expenses incurred by them by the reason of the action taken by them under subparagraph (d) above unless, at the meeting, the Members by a majority of the votes cast reject the reimbursement of the requisitionists, or unless a quorum of Members is not present at the meeting.
- g) The Board shall not be obliged to call a General Meeting of the Members under this Article, if an Annual or General meeting is scheduled within the thirty-day period mentioned in subparagraph (d) above. The business contained in the requisition shall be placed on the agenda of such Annual or General meeting.

3.04 Place of Meetings

Meetings of Members shall be held at a place within the City of Toronto, unless the Board or the Members authorize the holding of a Meeting of Members at any other place within the Province of Ontario.

3.05 Notice of Meetings

- a) Notice of each Annual or General meeting shall be given to the Members not less than ten or more than thirty days prior to the date of the meeting. It is sufficient to deliver one copy of the Notice and any supporting materials to each unit. In computing the time for the giving of notice, the day of giving the notice shall not be counted and the day of the meeting shall be counted.

- b) The Notice shall specify the time and place of the meeting and shall set out or be accompanied by a statement of the business to be considered or transacted at the meeting.

A Member shall be entitled to have a matter put on the agenda for any Meeting of Members and sent out with Notice of the meeting, provided the Secretary receive written notice of such matter sufficiently in advance of when the Notice of the meeting is being sent out to permit it to be included.

If the Member fails to give notice in time for inclusion with the Notice of the meeting, he or she may at his or her own expense give notice to all members at least five days prior to the date of the meeting.

- c) No business may be transacted, and no resolution or By-law adopted or confirmed by the Members unless the general nature of that item of business was set out in or with the notices mentioned above.

Notwithstanding any lack of notice, any matter may be discussed by the Members present, so long as no final decision is made with respect to that matter.

- d) The Record Date for Notice shall be the day before the Notice is to be sent out in accordance with subparagraph (a) above. Notice shall be given to all persons who at 4:30 p.m. on the Record Date are shown on the Register of Members, kept under Article 6 paragraph 7, as members of the Co-op, and notice shall be given to members by leaving the Notice

at their address as shown on the register of members. Alternatively, notice may be given to them by prepaid mail in which event notice shall be deemed to have been given on the third day after mailing, unless there is an interruption of mail services by reason of strike or otherwise, in which event notice shall not be deemed to have been given until actually received.

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

3.06 Chairing of Meetings

- a) In September of each year, the Board shall appoint from among the Members a Chairperson who shall preside at all Meetings of Members held in the following twelve (12) months. The manner of selection of the Chairperson shall be determined by the Board. In any case the Board shall consider the following qualifications in making its selection:
 - i) The Chairperson shall not be a Director or Officer of the Co-op;
 - ii) The Chairperson shall have a good working knowledge of the *Co-operative Corporations Act*, and the Co-op's By-laws, Policies and Procedures, and its Rules of Order.
- b) No Member may serve as Chairperson continuously for more than three (3) consecutive terms.
- c) If the Chairperson is unable to preside at a Meeting, the President shall preside as Chairperson, unless the Members at the meeting by majority vote choose another Member to preside as Chairperson at that meeting.
- d) If the person acting as Chairperson wishes to make a motion or participate in discussion of a matter being considered by the meeting, the Chairperson shall leave the Chair until the voting on such motion is over, or discussion of such matter has been completed. During such absence from the Chair, the President or some other person approved by the members shall act as Chairperson.

- e) The person acting as Chairperson at the time of a vote shall not vote unless the Chairperson's vote would make or break a tie, or unless the vote is by ballot. In no event shall the Chairperson have a second or casting vote. In the case of a tie, the vote is lost.

3.07 Quorum

- a) No business shall be transacted or motion or resolution adopted at any Meeting of Members unless a quorum of Members is present. A quorum shall consist of the lesser of sixty (60) members or twenty-five (25) percent of the Members entitled to vote at the meeting. If a quorum is not present within fifteen (15) minutes of the time for which the meeting was called, the Members present may adjourn the meeting to a date not less than five (5) and not more than fifteen (15) days thereafter or may choose by majority vote to remain for a specified amount of time in order to allow a quorum to be reached. At least two (2) days' notice of an adjourned meeting shall be given in the manner provided in Article 3 paragraph 6, with the exception that supporting documentation need not be redelivered.
- b) Notwithstanding the above, if the meeting was called upon requisition under Article 3 paragraph 4 and if no quorum is present within fifteen (15) minutes of the time for which the meeting is called or an extended waiting period agreed to be a majority of members present, the meeting shall be dissolved and there shall be no obligation on the Board to call another meeting relating to the same subject matter.

3.08 Voting

- a) Each Member shall have the right to vote at any Meeting of Members. All persons who are Members at the time of the vote shall be entitled to vote, notwithstanding that they may not have been Members at the time Notice of the Meeting was given.
- b) Only Members present in person may vote, and proxies shall not be permitted. Unless otherwise specifically provided in this By-law or the *Co-operative Corporations Act*, all decisions shall be made by a majority of the votes cast. An abstention shall not be considered a vote cast.

3.9 Attendance by Non-Members

Residents of units of housing of the Co-op who are not Members may attend and speak at Meetings of Members unless the Members present 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 Members present, and may not propose motions or vote.

3.10 Record of Attendance

The Secretary shall cause the names of all persons attending Meetings of Members to be recorded, and shall ensure that only Members make motions or vote.

3.11 Procedure at Meetings

Procedure at Meetings of Members shall be that set out in the Rules of Order attached hereto as Schedule "A". Any matters or questions of procedure not dealt with in Schedule "A" shall be governed by the provisions of *Robert's Rules of Order, Revised*. Any question as to the interpretation of the rules of procedure at Meetings of Members shall be decided by the Chairperson. Any Member may appeal the Chairperson's ruling to the Members present.

3.12 Minutes of Meetings

The Secretary shall cause minutes of a Meeting of Members to be distributed to all Members before the next Meeting.

ARTICLE 4

BY-LAWS, POLICIES AND PROCEDURES

4.01 By-laws

By-laws are intended to set out significant aspects of the organization of the Co-op. By-laws and amendments to existing By-laws must be passed by the Board (except when members have requisitioned a meeting of the members under Section 70 of the *Co-operative Corporations Act*) and shall not be effective until confirmed, with or without variation, by at least two-thirds of the votes cast at a Meeting of Members.

4.02 Policies

- a) Policies dealing with matters relating specifically to the occupancy relationship between the Co-op and individual Members and constitute either an occupancy right or responsibility on the part of the Member or the Co-op shall be considered the equivalent of By-laws, shall be attached as Schedules to the Occupancy By-law, and can only be passed and amended in the same manner as By-laws, as set out in paragraph 4.01 above.
- b) Policies concerning the organization and management of the affairs of the Co-op in areas other than those which are properly the subject of occupancy-related policies shall be adopted by resolutions of the Members at a meeting duly called for that purpose, and can be amended in the same manner.

4.03 Procedures

- a) Except as provided for by the next sentence, Procedures setting out the mechanisms required to carry out the intent and purpose of the Co-op's By-laws and Policies must be approved by the Board and may only be amended by the Board. Notwithstanding this, the members may, by resolution passed at a Meeting of Members, adopt or amend any Procedure, provided it has previously been considered by or proposed to the Board.

- b) Procedures which the Board judges to be of concern to Members generally shall be distributed to the Members or otherwise publicized.

4.04 Records of Policies and Procedures

The Secretary shall cause to be kept records of all By-laws, Policies and Procedures which have been adopted by the Co-op. The Secretary shall cause to be distributed a copy of the By-laws and Policies within a reasonable time after their approval.

4.05 Priority

Insofar as possible, By-laws, Policies and Procedures of the Co-op shall not conflict with each other or with the *Co-operative Corporations Act* or the Articles of Incorporation of the Co-op. In the event of conflict, the order of priority shall be first, the Act; second, the Articles of Incorporation; third, the By-laws; fourth, the occupancy-related policies; fifth, the organizational policies; and sixth, the Procedures. The Co-op, Board, members and employees of the Co-op shall be bound by the provisions of this paragraph.

ARTICLE 5

BOARD OF DIRECTORS

5.01 Powers and Duties of the Board

- a) The business of the Co-op shall be under the management and direction of the Board, which shall exercise all the powers of the Co-op unless the By-laws or the *Co-operative Corporations Act* expressly requires any act to be done or decision to be made by a Meeting of Members.
- b) The Board shall at all times act in accordance with the *Co-operative Corporations Act*, the Articles of Incorporation, the By-laws, Policies and Procedures of the Co-op.
- c) The Board may act only by the decision of a duly constituted Board meeting.
- d) The Board's responsibilities shall include, but not be limited, to the following:
 1. Ensuring that objectives, goals and policies for the Co-op are established and regularly reviewed;
 2. Ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined;
 3. Ensuring adequate performance of all legal obligations and agreements of the Co-op;
 4. Ensuring that the Co-op's property is adequately maintained;
 5. Supervising and monitoring the financial affairs of the Co-op, and making prudent financial decisions in the interest of the Members;
 6. Ensuring that an adequate level of insurance coverage is maintained;

7. Ensuring that there is provision for the education of Members and employees in matters relating to the operations of the Co-op;
8. Ensuring that the Policies and Procedures for the selection and housing of the Members are followed;
9. Approving applicants for membership;
10. Co-ordinating the reports and activities of all committees;
11. Determining the agenda for all Annual and General Meetings of Members, as provided for in Article 3;
12. Reporting on its activities to each Meeting of Members;
13. Hiring, dismissing and directing employees and fixing their remuneration, subject to the provisions of Article 7;
14. Ensuring that the social and community needs of the Co-op are addressed; and
15. Ensuring the participation of the Co-op in the broader co-operative movement.

5.02 Frequency of Board Meetings and Quorum for Same

The Board shall meet at least once per month. Five (5) Directors shall constitute a quorum for the transaction of business.

5.03 Qualifications

No person shall act as a Director of the Co-op unless that person is eighteen years of age and is a Member of the Co-op. A majority of Directors must be Canadian citizens or landed immigrants. No undischarged bankrupt or mentally incompetent person or member not in good standing to the Co-op, as defined by the Arrears By-Law, By-Law No. 24, shall be a Director.

A person who is elected a Director is not a Director unless he or she was present at the meeting at which the election was held and did not refuse at the meeting to act as Director, or if not present at the meeting, consented in writing to act as Director before their election or within ten (10) days thereafter.

5.04 Composition

a) The Board of Directors shall be made up of eight (8) members.

- i) In May of each year, at a Meeting of Members called for the purpose, four (4) Directors, on a staggered basis, shall be elected to serve for a term of two (2) years.
- ii) If at the time of election there are more than four (4) positions open on the Board because of unfilled vacancies, the additional positions shall be open for election for one-year terms.
- iii) The number of Directors elected shall be equal to the number of positions open. Those elected will decide amongst themselves who will serve the two- and one-year terms.

If they cannot reach an agreement, candidates receiving the greater number of votes shall serve for the regular two-year terms and the remaining positions shall be filled by the appropriate number of candidates receiving the next highest number of votes, who shall serve for the remaining one-year terms.

- b) The method of assigning two-year and one-year terms shall be in accordance with the provisions of By-Law 10, Article 5, Paragraph 4 then in effect, but the number of newly elected Directors receiving two-year terms shall be no less than four (4). The remaining newly elected Directors shall serve a term on one (1) year. In any case, following the election, there shall be four (4) Directors with two-year terms and four (4) Directors with one-year terms (including continuing Directors with one (1) year remaining in their term of office)
- c) All votes shall be cast during a duly constituted Meeting of Members, and quorum shall be maintained throughout the voting period.

5.05 Nominations

The Board shall strike a Nominating Committee prior to the Election of Directors to publicize the upcoming election and to seek candidates. The Committee shall endeavour to ensure that there are more candidates than the number of Directors to be elected. At the meeting, any member may nominate additional candidates who qualify under Article 5 paragraph 3.

5.06 Procedure for Elections

- a) An Elections Officer and an Assistant Elections Officer will be appointed by the Board prior to the Meeting of Members at which the Election of Directors will be held. The Elections Officer will be responsible for ensuring that the election is conducted in accordance with the By-laws, for providing a list of nominated candidates, and for supplying initialled ballots with spaces equal to the number of Directors to be elected.
- b) To ensure that each Member votes only once, the Elections Officer will keep a list of members and stroke off each Member's name as the ballots are distributed.
- c) The Elections Officer and Assistant Elections Officer will count the votes, announce the results at the meeting (but not the number of votes for each candidate) and ensure that the number of votes for each candidate is recorded in the minutes.
- d) The candidates receiving the greatest number of votes shall be declared elected. In the event of a tie for the final position on the Board, a runoff election shall be held immediately for such position. The runoff election shall be by ballot in accordance with the provisions of this Article. There shall be an immediate recount on the request of any member.
- e) Following the election, the cast ballots will be returned to the ballot box, which shall be sealed and kept at the Head Office of the Co-op for forty-eight hours, after which time the ballots may be destroyed. During the forty-eight hour period, any Member may, in accordance with Article 3, paragraph 4, requisition a Meeting of Members for the purpose of

recounting the votes. If such a meeting is called, the ballots shall be kept until the date of the meeting.

5.07 Term of Office

- a) The normal term of office for a Director shall be approximately two years. Directors shall serve until the first Board meeting following the election of their successors. No Director may serve continuously for more than two consecutive full terms.
- b) Subject to the provisions of Article 5, paragraph 11, the term of office of Directors shall end at the beginning of the Board meeting immediately following the Meeting of Members where their successors were elected, which meeting shall be held within two weeks of the election. The retiring Directors shall be expected to attend this meeting to advise the new Directors.

5.08 Vacancy

- a) i) When a vacancy occurs on the Board and a quorum of Directors remains in office, the remaining Directors may appoint a qualified person to fill the vacancy for the remainder of the term of the Director replaced. In order to find a qualified person to fill the vacancy, the Board, in all circumstances, must advertise the vacancy generally to the Members of the Co-operative for a period of not less than two (2) weeks prior to making an appointment. The advertisement will solicit volunteers willing to fill the vacancy. The Board shall make the appointment from among the qualified volunteers coming forward as a result of the advertisement. This appointment must be confirmed by the Members at the next Meeting of Members.

If the Members do not confirm the Director appointed by the Board, they shall elect another Member to fill the vacancy for the remainder of the term..

- ii) Notwithstanding (i) above, when a vacancy occurs two (2) months before the scheduled election, the Board will not fill the vacancy unless leaving the position vacant will result in less than a quorum of Directors

remaining in office. The requirements in (i) above to advertise the vacancy and the selection of the Director remain in effect.

- b) Where no quorum of Directors remains in office, the remaining Directors shall call a Meeting of Members at which sufficient Directors shall be elected to fill any vacancies for the balance of the original terms.

5.09 Responsibilities of Individual Directors

In addition to the responsibilities a Director may have as an Officer, all Directors shall have the following responsibilities:

- 1) To attend all meetings of the Board and of members, unless excused by the Board;
- 2) To be prepared for all meetings by reading the relevant reports;
- 3) To act honestly, in good faith, and in the best interests of the Co-op at all times, and to place this duty before personal interest;
- 4) To be familiar with relevant provincial legislation, the Articles of Incorporation, By-laws, Policies and Procedures of the Co-op;
- 6) To perform any specific duties which may be assigned by the Board.

5.10 Indemnification of Directors and Officers

- a) The Directors and Officers of the Co-op and each of them, and their respective heirs, executors, administrators and other legal personal representatives, shall, from time to time and at all times be indemnified and saved harmless by the Co-op from and against any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their offices.
- b) Notwithstanding the above, no Directors or Officers of the Co-op shall be indemnified by it in respect of any liabilities, costs, charges or expenses that are sustained or incurred in or about any action, suit or other proceeding as a result of which they, or any of them, are adjudged to be in breach of any duty or responsibility imposed under the Co-

operative Corporations Act or under any other statute unless, in an action brought against them in their capacities as Directors or Officers, they have achieved complete or substantial success as defendants.

- c) The Co-op shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine, except insurance against a liability, cost, charge or expense of a Director or Officer incurred as a result of a contravention of Section 108 of the *Co-operative Corporations Act*.

5.11 Termination of Directorships

- a) A director may resign by notice in writing delivered to the office of the Co-op. The resignation shall be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- b) The Members may, by resolution passed by a majority of the votes cast at a Meeting of Members, remove any Director from office before the expiry of his or her term, provided notice of the intention to propose such resolution was included with Notice of Meeting. The Members may, by majority of the votes cast at the meeting, elect any qualified person to fill the vacancy so created for the remainder of the term.
- c) The Board may remove a Director from office if the Director is absent from two consecutive meetings of the Board without leave or adequate excuse, if the Director is in arrears and a repayment agreement is not in place and being followed, or for other serious dereliction of duty as a Director or as a member. The Board, by a majority vote, may decide to initiate proceedings for removing a Director from office on such grounds. Following such vote, a written notice stating the grounds for removal must be sent to the Director at least seven days in advance of the Board meeting where the removal will be discussed. The Director shall be given an opportunity to appear and be heard at such meeting. Final consideration of the removal and voting on the matter shall take place without the Director in question present. The resolution to remove a Director from office shall be effective only if passed by two-thirds of the votes cast at the meeting of the Board.

- d) Where a Director is removed from office under subparagraph (c), the Board shall give an explanation at the next Meeting of Members. The Members may by a majority of the votes cast at the meeting reinstate the former Director or elect any qualified person to fill the vacancy for the remainder of the term.

5.12 Remuneration

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

5.13 Meetings of Directors

- a) The Board shall normally meet on a day set at the previous meeting, or at a regular day of the month determined by resolution of the Board. The Board may meet at such other times as it may determine. In addition, The President or Vice President may at any time call a meeting of the Board.
- b) Meetings shall take place at the Head Office of the Co-op or at such other place within the City of Toronto as the Board may determine.
- c) At least three days' notice of each meeting (except meetings referred to in the first sentence of subparagraph (a)) shall be given to each Director in the manner provided herein for giving notice of Meetings of Members, unless by reason of pressing circumstances or emergency the person calling the meeting determines that it is appropriate to give less notice, and those present at the meeting consent in writing to holding the meeting without the normal notice. In addition, all the Directors may at any time waive any requirement for notice. Notice of each meeting of the Board of Directors shall normally be posted in a prominent location.
- 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 another Director as may be determined by the Board shall serve as Chairperson of meetings of the Board.

- f) All resolutions of the Board or decisions made by the Board shall be by a majority of the votes cast unless otherwise provided in this By-law.
- g) The Chairperson shall be entitled to vote on all matters coming before meetings of the Board, but shall not have a second or casting vote. In the case of a tie, the vote is lost.
- h) Except as set out in this By-law, the provisions of this By-law dealing with procedure at Meetings of Members shall apply, with all necessary changes, to meetings of the Board.

5.14 Members, Employees and Auditors Participation

- a) All Members and employees of the Co-op and the Auditor shall be entitled to attend meetings of the Board, except where the Board, by resolution, determines that the nature of the business to be considered is confidential. Persons who are not Directors may speak with permission of the Board, but shall not be permitted to make motions or vote. The Auditor shall be entitled to be heard on matters relating to the Auditor's duties.
- b) The minutes of all Board meetings or a brief summary shall be published as soon as practicable after each meeting in the Co-op newsletter, if any, or circulated to all members, or posted in a prominent location.

5.15 Confidentiality of Board Proceedings

- a) All Directors shall keep confidential all matters considered by the Board or coming to their notice or attention as Directors which are of a confidential or private nature. Such matters shall include personal information on individual members and information relating to the business of the Co-op where secrecy is appropriate to preserve the Co-op's position against third parties.
- b) If any Officer, employee, or other member of the Co-op is present at a Board meeting where confidential matters are considered and becomes aware of such confidential information, such person shall have an obligation to keep such information confidential and not to communicate it to anyone else.

- c) The Minutes of Board meetings shall include details of all items of business discussed. However, details of confidential matters shall not be included in copies of the minutes circulated to members or posted in a public place.

ARTICLE 6

OFFICERS

6.01 Election of Officers

The Board shall elect a President, Vice President, Secretary, Treasurer and Delegate to the Co-op Housing Federation annually or more often as may be required. The President and Vice President shall be Directors, but the other officers need not be Directors. The Board may, from time to time, elect such other Officers as it deems necessary, who shall have such authority and perform such duties as the Board may from time to time prescribe.

6.02 Removal of Officers

The Board may, by resolution, remove any Officer from office. Notice of any meeting where it is intended to propose such a resolution shall be given to all Directors in accordance with Article 5, paragraph 11(c), and no such resolution may be considered unless such notice was given. Such notice shall also be given to the Officer concerned, who shall be entitled to attend the meeting of the Board and to make representations. The Directors may immediately fill any office rendered vacant under this Article.

6.03 Other Vacancies

- a) Any Officer may resign by notice in writing delivered to the Head Office of the Co-op, such resignation to be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- b) When the President or Vice President ceases to be a Director, they shall, at the same time, cease to occupy their office.

6.04 Remuneration

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

6.05 President

The President shall be responsible for the efficient management of the affairs of the Co-op, subject always to the instructions of the Board and the Members.

6.06 Vice President

Where the President is unable or unwilling to act with respect to any other duties of the office, the Vice President shall perform such duties.

6.07 Corporate Secretary

The Corporate Secretary shall:

- 1) Issue or cause to be issued all required notices of Meetings of Members and of the Board.
- 2) Be responsible for ensuring that the books and records of the Co-op, other than those for which the Treasurer is responsible, are properly maintained.
- 3) Shall ensure that all legally required notices and filings are duly performed.
- 4) Shall ensure the accurate and complete minutes of all Meetings of Members and the Board are kept, and shall cause them to be distributed in such manner as the Members or the Board may direct. The Corporate Secretary shall keep or cause to be kept a minute book which shall include the following:
 - i) a copy of the Co-op's Articles of Incorporation, and a copy of any Articles of Amendment to the Articles of Incorporation;
 - ii) all By-laws, Policies and Procedures and resolutions of the Co-op;
 - iii) 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;

- iv) a register of Directors showing the names and the residence addresses of all Directors and the names of all persons who are or have been Directors with the dates on which each of them became or ceased to be a Director;
- v) minutes of all meetings of members and of the Board.

The Corporate Secretary shall ensure that, except for the confidential sections contained therein, the minute book is available to any member at all reasonable times upon application at the Head Office of the Co-op during business hours.

6.08 Treasurer

- a) The Treasurer shall be responsible for generally overseeing the financial management and affairs of the Co-op.
- b) The Treasurer shall cause all funds and securities of the Co-op to be deposited with such bank, trust company, or credit union as the Board may direct.
- c) The Treasurer shall cause to be kept proper accounting records, including records of all sums of money received and disbursed by the Co-op and the manner in which the receipt and disbursement took place, all purchases by the Co-op, all rentals, housing 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.
- d) The Treasurer shall ensure that the Board receives and reviews monthly financial reports.
- e) The Treasurer shall normally sign all cheques issued by the Co-op and shall be assured that the expense has been duly authorized.
- f) The Treasurer shall ensure that the books and accounts of the Co-op are available to any member at all reasonable times upon application at the Head Office of Co-op during business hours.

6.09 Federations Delegate

The Delegate to the Co-operative Housing Federation of Toronto (CHFT) and the Co-operative Housing Federation of Canada (CHF) shall represent the Co-op at annual, regular and special general meetings of these organizations. The Delegate shall keep the Board and Members informed of the activities of these organizations, shall advise these organizations of the views and concerns of the Co-op, and shall vote at meetings of these organizations in accordance with any directives of the Board.

6.10 General Duties of Officers

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

ARTICLE 7

EMPLOYEES

7.01 Authority to Hire

- a) The Board is authorized to hire or cause to be hired all employees of the Co-op.
 - b) No person may be hired as an employee of the Co-op until the creation of the position has received approval in accordance with the following provisions:
 - i) Permanent full-time or part-time positions must be approved by the Members at a Meeting of Members duly called for that purpose. The Members shall consider a recommendation made by the Board, which recommendation shall include a Job Title, Job Description, and salary range. The Members must approve all new permanent positions prior to the start of the hiring process.
 - ii) Temporary full-time or part-time positions must be approved by the Board at a meeting duly called for that purpose. The Board will consider a Job Title, Job Description, qualifications, and a salary range. The Board must approve the recommendations prior to the start of the hiring process.
- The provisions of this paragraph do not apply to persons hired as occasional or casual labour.
- c) The Board will strike an ad hoc Hiring Committee to carry out the hiring for all positions. The Hiring Committee will recommend its choice of applicant. The Board will make the final determination.
 - d) The Hiring Committee will be composed of three voting Members and a non-voting advisor, appointed by the Board, according to the following criteria:
 - i) Two Directors, one of whom is preferably the Personnel Officer;
 - ii) A representative of a committee with which the new employee will work closely, or a third Director;

- iii) As the advisor, an employee who is in a supervisory or equal position to the position to be filled.
- e) If any Committee member has a close association or strong personal negative or positive bias with any applicant, that Committee member must declare a conflict of interest and resign his or her appointment. The Board shall make a new appointment to fill the vacancy created.

7.02 Manager

The Board shall from time to time engage a Manager, who shall not be a member of the Co-op. The Board may delegate to the Manager full authority for managing the business of the Co-op, or may delegate any lesser authority, as outlined in a Job Description. The Manager shall at all times be responsible to and act under the supervision of the Board.

The Manager shall at all reasonable times give to the Board and Meetings of Members all information they may require regarding the affairs of the Co-op.

7.03 Supervision of Employees

- a) The Board shall supervise and direct the Manager of Co-op.
- b) A Director designated by the Board as the Personal Officer shall be the Board's representative in all employment-related dealings with the Manager. Any consents, notices, disciplinary actions, supervision and direction shall normally be given by or to the Personnel Officer.
- c) The Board shall ensure that appropriate job descriptions and qualifications for all staff positions are established, and that proper procedures for reporting and authorized areas of decision-making are established and followed.
- d) The Manager shall be responsible for the supervision of all other employees of the Co-op, and shall recommend to the Board the hiring or dismissal of employees and the rates of remuneration to be paid to them.

ARTICLE 8

COMMITTEES

8.01 Creation of Committees

- a) The Members or the Board at a duly constituted meeting may appoint such committees as either deems necessary, and when determining to strike a committee, shall prescribe the duties of the committee, its composition and any other appropriate matters. Unless the contrary is expressed in the resolution creating a committee, the members thereof need not be Directors.
- b) The chairperson of each committee shall be appointed annually by the committee from among its members, and the appointment shall be approved by the Board.
- c) Unless otherwise specified in the job description, volunteers for each committee shall be solicited from the members. Where a committee's job description does not specify that members of the committee are elected, and where a quorum of the committee remains in office, committee members shall be appointed by the Board upon recommendation of the committee. Where a committee no longer has a quorum of members, the Board shall make the appointment in the absence of a recommendation.

Where the committee's job description specifies that members of the committee are elected from time to time:

- i) Where a quorum of committee remains in office, the committee must advertise the vacancy generally to the Members of the Co-operative for a period of not less than two (2) weeks prior to making a recommendation to the Board. The advertisement will solicit volunteers willing to fill the vacancy. The committee shall make its recommendation for appointment from among the volunteers coming forward as a result of the advertisement.

Where a committee no longer has a quorum of members, the Board shall take on the committee's responsibility to advertise the vacancy

before making an appointment. In making the appointment, the Board shall choose from among the volunteers coming forward as a result of the advertisement.

ii) Appointments to the committee to fill vacancies between elections must be confirmed by the Members of the Co-operative at the next meeting of members. If the appointment is not confirmed by the Members, an election will be held to fill the vacancy.

- d) Each committee shall report to the Board from time to time as requested, and its members may appear at meetings of the Board.
- e) No committee may spend any money, authorize any expenditure, enter into any contract or commit the Co-op to any action whatsoever without the authority of the Board.
- f) Each committee shall appoint a secretary, who shall keep minutes of all meetings and shall make the minutes available to the Board and Members, as requested.

ARTICLE 9

FINANCIAL

9.01 Fiscal Year

The fiscal year of the Co-op shall commence on the first day of July and end on the thirtieth day of June in each year.

9.02 Bonding of Employees

Every officer or employee of the Co-op who has charge of or handles money or securities belonging to the Co-op, and every signing officer, and every other Officer or employee prescribed by the Board, shall be bonded with a surety company selected by the Board, for such an amount in such form as the Board may from time to time determine, but in no case for an amount less than \$2,500.

9.03 Auditor

The Members at each annual meeting shall appoint an Auditor, who is a chartered accountant or a chartered accountant firm familiar with accounting for Co-operative Housing Corporations. The Auditor will hold office until a successor is appointed. Remuneration of the Auditor shall be fixed by the Board. The Auditor shall be entitled to notice of any meeting at which it is proposed to appoint some other person as Auditor. The Auditor shall at all reasonable times have access to the books, accounts and vouchers of the Co-op, and the Directors, Officers and employees of the Co-op shall provide such information and explanations as may be necessary for the performance of the Auditor's duties.

9.04 Auditor's Report

The Auditor shall make a report to the Members on the financial position of the Co-op to be laid before the Co-op at each Annual Meeting during the Auditor's term of office. The report shall state whether, in the Auditor's opinion, the financial position of the Co-op and the result of its operations for the period under review are in accordance with generally accepted accounting practice and in a manner consistent with the previous period, if any.

9.05 Signing Authority

- a) The Board shall appoint four signing officers, two of whom shall be the President and the Treasurer, and the remainder of whom shall be Directors. All cheques and other negotiable documents shall be signed by two signing officers, of whom at least one shall be the President or the Treasurer.
- b) All other formal documents or writings requiring the signature of the Co-op shall be signed by any two Directors of whom at least one shall be the President or Corporate Secretary, who may affix the Corporate Seal of the Co-op to any document requiring it.
- c) The Board shall have power from time to time, by resolution, to appoint any Officer, Director, or other person, or more than one of them, to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing on behalf of the Co-op, instead of or in addition to those provided in subparagraph (b) above, and may provide that such person or persons may affix the Corporate Seal, if required.
- d) All persons signing any document referred to in subparagraphs (b) and (c) shall satisfy themselves that the document is in accordance with the general intent of the resolution or other authority authorizing the execution of such document and shall have power to approve minor changes not affecting the substance thereof.
- e) Documents, contracts or instruments may only be signed and commitments made involving expenditure of funds, in accordance with the Financial By-law and Spending Policy of the Co-op and with this Article. Where the amount involved is greater than \$5,000 or when any substantial commitment of a non-monetary nature is involved, the authority of a resolution of the Members is required. If any monetary commitment has specifically been approved by the Members as an item in the budget of the Co-op, then no further approval shall be required from them.
- f) Notwithstanding the foregoing, in cases of emergency where danger to life or health is involved, the Board may authorize or commit to an expenditure of more than \$5,000 without the prior approval of the

Members. In such cases, the Board must inform the members of the expenditure and its implications at the next Meeting of Members, or where it feels it appropriate, call a Meeting of Members for the purpose of considering the matter.

9.06 Borrowing Powers

The Directors shall have only the specific borrowing powers which follows:

- a) Except as provided in subsection (b), the Directors may not borrow any sums of money on the credit of the Co-op or issue, sell or pledge any obligation, or charge or mortgage or pledge any of the assets of the Co-op unless specifically authorized by a resolution of the Members. In taking any of the actions referred to in this paragraph, the Co-op and the Board shall have regard for any contractual obligations of the Co-op to Canada Mortgage and Housing Corporation (CMHC) or others.
- b) The Directors may borrow or create overdrafts without security and without the authority of a resolution of the Members, provided that the total of all such indebtedness does not at any time exceed \$5,000.

9.07 Investment of surplus Funds

The Board may invest the surplus funds of the Co-op in interest-bearing bank deposits or other interest-bearing securities with a chartered bank, trust company, credit union or Province of Ontario Savings Office. The Board shall not invest any funds of the Co-op in any other security or any security having a maturity date of one year or longer from the time of the investment without the authority of a resolution of Members.

9.08 Budget

The Board shall each year approve a budget for presentation to the members in accordance with the Occupancy By-law. Total Housing Charges shall equal total anticipated Operating Expenses, which shall include but not be limited to contingency allowances, financing charges for capital improvements, depreciation and replacement reserves, less operating grants and other operating revenues and less any surplus (or plus any deficit) from preceding years, unless all or any part of such surplus is placed by Members in a reserve fund for such purpose or purposes as they may deem appropriate or such deficit has been covered by reallocating funds from a reserve fund. Interest on reserves shall not be considered operating revenue and may accrue to the reserve accounts.

9.09 Dissolution of the Co-op

On dissolution of the Co-op, after payment of all its debts and liabilities, the remaining property of the Co-op shall be transferred to or distributed among one or more non-profit housing corporations or charitable organizations.

ARTICLE 10

SECTOR SUPPORT

10.01 Membership

The Board may apply for and the Co-op may hold membership in such secondary or third level co-operatives involved in the support or promotion of co-operative housing or other co-operatives as the Board deems advisable.

10.02 Dues

The operating budget approved by the Members shall include a provision for membership dues for, and an allowance for attendance at meetings of such co-operative organizations.

ARTICLE 11

COMMUNICATIONS

11.01 Persons Authorized to Speak for the Co-op

In order to ensure the maintenance of accurate and consistent communications from the Co-op to persons or organizations outside the Co-op, only the President, the Manager, or such other person(s) as may be specifically designated from time to time by the Board of Directors or a General Meeting of Members shall be authorized to speak on behalf of the Co-op, or hold himself/herself out as representing the Co-op, or be permitted to issue official statements on behalf of the Co-op.

ARTICLE 12

COMING INTO FORCE

12.01 Coming into Force

This By-law shall come into force as soon as it is adopted in accordance with Article 4 paragraph 1 hereof, and at such time all previous by-laws which may conflict with this By-law shall be repealed.

Approved by the General Members, January 26, 1994.

Hugh Garner Housing Co-operative Inc.

By-law No. 10
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SCHEDULE "A"

Hugh Garner Housing Co-operative Inc.

RULES OF ORDER

Preamble

The purpose of these Rules of Order is to allow the Members of the Co-op to make decisions democratically. Every Member has the right to be informed in advance of meetings, the right to propose motions, the right to participate in debate and the right to vote. These Rules of Order attempt to guarantee these rights of individual Members and to ensure that the decisions at a Members' Meeting reflect the will of the majority. Decisions come about as follows: a proposal or motion is introduced or presented; a proposal or motion is made; the motion is discussed, and possibly amended; and the meeting makes a decision by voting on the motion. This process is governed by the following Rules of Order.

1. Role of the Chair

Every Members' Meeting is chaired by a Chairperson who is normally the President of the Board of Directors. The Chair ensures that meetings are conducted according to these Rules of Order. The Chair must protect the right of each Member to participate in the meeting while ultimately ensuring that the decisions of the Co-op reflect the will of the majority.

a) The Chair performs a number of specific functions which are as follows:

- Call the meeting to order
- Ensure that minutes are being recorded
- Conduct the meeting
- Maintain order
- Allow motions to be proposed
- Take votes on motions as appropriate
- Make rulings on questions of procedure
- Adjourns the meeting

- b) The Chair is authorized to conduct the meeting and enforce the Rules of Order, but that authority comes ultimately from the Membership. Any Member may challenge a ruling by the Chair by raising a point of order. The Chair shall immediately ask the Members to uphold or overturn the ruling. The Members shall decide by majority vote.
- c) The Chair will make a ruling on any item not covered by these Rules of Order subject to challenge by the Members.
- d) The Chair is impartial and may not argue for or against a proposal while in the Chair. If the Chairperson wishes to make a motion, to participate in discussion or to vote on an item, the Chair must be turned over to someone else (usually the Vice President) while the item is considered by the meeting.
- e) The Chair may speak to introduce an item of business, to provide background information, to summarize discussion, or to suggest a method of proceeding with the item at hand.

2. Motions

Each item of business is introduced by the Chair or presented by the sponsor (the Member who asked that the item be on the agenda). The sponsor may have a specific proposal or, after some discussion, it may become apparent that the Co-op should make a decision about the item. The sponsor, or any other Member, may request the meeting to accept a proposal by moving it as a motion. The motion must be supported by at least one other Member who agrees to "second" the motion.

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

3. Speaking

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

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

4. Amendments

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

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

Once an amendment has been moved and seconded, all speakers must address the amendment rather than the main motion. The Chair will keep a separate speakers list for the debate of the amendment. Rather than allow amendments to amendments, the Chair may entertain more than one amendment as long as they would change the same part of the main motion.

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

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

5. Withdrawing a Motion

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

6. Voting

Once every Member has had a chance to speak for or against a motion, the Chair calls for a vote. Normally, votes are taken by a show of hands with the Chair asking first for "*all those in favour*" and then "*all those against*." Motions are decided by simple majority unless otherwise required by By-laws or these Rules of Order. The meeting may decide by majority vote, to vote on any motion by secret ballot. The Chair of the meeting may vote only to break a tie.

7. Procedural Motions

a) Calling the Question

During the debate of a main motion or amendment, any speaker who has not yet spoken may use their turn to call for a vote on the motion or "*Call the Question*" instead of speaking. This is an attempt to end debate on a motion and vote without allowing any more discussion. Because a motion to "*Call the Question*" may be take away some Members' right to speak, it should be used carefully. Before proposing to "*Call the Question*", there should be some indication that most Members have made up their minds, and that speakers are not contributing any new arguments.

A motion to "*Call the Question*" requires a seconder and may not be debated. In order to be carried, the motion to "*Call the Question*" requires a two thirds majority. If the motion is defeated, debate on the main motion or amendment continues.

If the motion to "*Call the Question*" is carried, then the meeting is ready to vote on the main motion or amendment on the floor. The Chair should take the vote with no further debate.

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

b) Deferring/Referring the Motion

During the debate on a main motion or an amendment, any speaker, in his or her turn, can move to "*Defer the Question*" to a subsequent meeting. This is an attempt to postpone a decision on the proposal being considered until a future date or until after a specific action or decision has happened.

A speaker may also move to "*Refer the Question*" to the Board or a committee for further study and recommendations.

A motion to "*Defer/Refer the Question*" must be seconded. The mover or, if the mover declines, one other Member may speak in favour of deferring/referring the proposal and one Member may speak against deferring/referring. A vote on the motion is then taken. If it carries, the proposal is deferred/referred as per the motion. If it is defeated, debate continues on the main motion or amendment.

8. Interruptions

Members may only speak out of turn if they wish to raise a *Point of Order* or a *Point of Information*. To raise such a point, a Member stands and, with as much courtesy as possible, interrupts the current speaker or the Chair and announces that they wish to raise a point of order or information.

The Chair may accept or reject such an interruption at its discretion. If the Chair acknowledges the Member, the point should be stated simply and briefly, and the Member should sit down.

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

A *Point of Information* should be raised when a Member feels they have an important piece of information relating to the item under consideration that may save needless debate if it is raised immediately instead of at the Member's turn to speak.

RULES OF ORDER

These Rules of Order are designed to take the complexities and the mysteries out of parliamentary procedure. They are based on Robert's Rules of Order (which form part of Hugh Garner Co-operative's By-laws) with some slight modifications. These rules are designed to explain the most commonly used motions and how these motions affect the main motion or the meeting itself. The first motion on this list is the most common, the *Main Motion*. All the other motions affect it, or affect the meeting in some way. The motions are listed in order of their priority - the higher the number, the greater the priority over the main motion or the preceding motions.

1. MAIN MOTION

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

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

2. TO AMEND

Purpose: To make some change to the main motion without changing its intent.

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

3. TO REFER

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

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

4. TO CLOSE DEBATE (Call the Question)

Purpose: To close debate on the motions under discussion.

Rules: Not debatable. Two-thirds vote required.

5. TO TABLE

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

Rules: Not debatable. Majority vote required.

6. TO WITHDRAW

Purpose: To withdraw any motion under consideration.

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

7. TO APPEAL

Purpose: To appeal a decision of the Chair.

Rules: Not debatable. Mover states reason for appeal then Chair states reason for decision. Majority vote required.

8. POINT OF ORDER

Purpose: To correct an error in the conduct of the meeting.

Rules: Not debateable. Point is decided by the Chair, subject to appeal. May also be used as a Point of information.

9. POINT OF PRIVILEGE

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

Rules: Not debateable. Point is decided by the Chair, subject to appeal. The resulting motion is debateable. All other motions apply to it. Majority vote required.

10. TO ADJOURN

Purpose: To adjourn the meeting.

Rules: Debateable. Majority vote required. Not normally made until all business has been completed, except in cases of urgency.

There are two motions that have less priority than the Main Motion, because they cannot be made until the vote has been taken on the Main Motion. They are:

A. TO RECONSIDER

Purpose: To reconsider the vote on the main motion.

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

B. TO RESCIND

Purpose: To annul a main motion.

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



Organizational By-law, By-law No. 10 Schedule B

Guidelines for Meetings Policy

These guidelines identify key behaviours that need to be adhered to at all times during Co-op meetings including board meetings, committee meetings and general members meetings. All Co-op members and staff are expected to adhere to the behaviours specified in the schedule. When a member or staff is not adhering to this schedule, another member or staff person will cite the part of the schedule that is being violated and ask the person to change their behaviour. If the person's behaviour does not change he/she will be asked to leave the meeting.

We will treat all individuals respectfully regardless of race, religion, gender, age, physical ability or sexual orientation.

We will respect each other even when we disagree.

Our disagreements are not with another person, but with their options, ideas and positions.

We listen to each other without interrupting.

There will be no personal attacks, name-calling or shouting at a member or staff member.

We will respect and accept a decision made by the community, even if we disagree with it.

We will address the chair, not another member. We will respect the role of the chair by speaking to the items on the agenda.

We will work to reach an agreement and make decisions as a community.

Date Approved by Board of Director..... January 23, 2003.

Date Confirmed by General Members..... February 6, 2003.

