



Centretown Citizens Housing Cooperative By-laws

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of CENTRETOWN CITIZENS HOUSING CO-OPERATIVE INC.

BE IT ENACTED as a by-law of the Centretown Citizens Housing Co-operative Inc., (herein called the “co-op”) as follows:

Article One – General

1. 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. Certain provisions of that Act relate to various matters not dealt with in the by-laws of the co-op and should be consulted where appropriate.

Article Two – Membership

2. Membership

The membership of the Co-op shall consist of the applicants for incorporation of the Co-op and other individuals who are interested in furthering the objectives of the Co-op and who have been admitted to membership by the Board of Directors (the “Board”).

2.1 Membership is Non-Transferable

Membership in the co-op shall not be transferable. Membership in the co-op shall be for a one (1) year term and may be renewed by the board of directors annually.

2.2 Mandatory Resignation

Any member may be required to resign by a vote of two-thirds (2/3) of the members at an annual meeting.



2.3 Resignation

Any member may withdraw from the co-op by delivering to the secretary of the co-op a written resignation.

Article Three - Meetings of Members

3. Annual Meetings

The annual meeting of the members of the corporation shall be held at the head office of the corporation or elsewhere in Canada as the board of directors may designate. At such meeting, the members shall elect a board of directors in accordance with paragraph 5.3 and shall receive a report of the directors.

3.1 Special General Meetings

Special general meetings may be called by the board or by any duly constituted meeting of the members.

3.2 Requisition for General Meetings

The provisions of the Co-operative Corporations Act govern the requisition of general meetings by members.

3.3 Attendance at Members' Meetings

All members shall attend all meetings of members, unless prevented by illness, duties of their employment, or other cause beyond their control, or unless excused by the board.

3.4 Place of Meetings

Meetings of members shall be held at a place within the City of Ottawa, unless the board or the members authorize the holding of a meeting of members at any other place within the Province of Ontario.

3.5 Notice of Meetings

- a) (Notice of each annual or other general meeting of members shall be given to the members not less than ten (10) or more than thirty (30) days prior to the date of the meeting. 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. The process for including resolutions for consideration shall be as follows:
1. a call for resolutions shall be made at least ninety (90) days prior to the calling of the annual general meeting and the board shall strike a resolutions ad-hoc committee;
 2. any member may propose resolutions for consideration by the resolutions ad-hoc committee. Resolution(s) must be submitted in writing at least sixty (60) days prior to the date of the annual general meeting. The resolutions ad-hoc committee will ensure that any proposed resolutions are sent out with the notice of the meeting, except in the case of emergency resolutions;
 3. resolutions from the floor and resolutions received with insufficient time to provide notice will be held for consideration at the next annual general meeting, unless the member wishes at his or her own expense to forward notice to all members at least five (5) days prior to the date of the annual general meeting;
 4. emergency resolutions deal with urgent issues and may be placed before the membership solely by the board.”
- 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 subsection (a). Notice shall be given to all persons who at 4:30 p.m. on the record date are shown on the register of members as members of the co-op, and notice shall be given to members by leaving the notice at the last address shown on the register of members. Alternatively, notice may be given by prepaid mail in which event notice shall be given on the fifth (5th) 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. It shall be sufficient if only one (1) copy of the notice is left for all members residing at the same address.

- e) When notice of a meeting is received generally by the members, the accidental omission to give notice to any member or 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.

3.6 Chairperson of Meetings

The president or, in the president's absence, the vice-president, shall preside as chairperson at meetings of members, unless the members at the meeting by a majority vote choose another member to be chairperson. If the 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 vice-president or some other person approved by the members shall act as chairperson. The person acting as chairperson at the time of a vote shall not be entitled to any casting vote.

3.7 Quorum

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 twenty (20) members entitled to vote at the meeting. If a quorum is not present within one (1) hour 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. At least two (2) days notice of the adjourned meeting shall be given in the manner provided in section 3.5. If a normal quorum is not present at the adjourned meeting within one (1) hour of the time for which the meeting was called, then the quorum for the adjourned meeting shall be reduced to ten per cent (10%) of the members entitled to vote and the business and motions to be considered by the meeting shall be limited to those referred to in the notice given under section 3.5. Notwithstanding the above, if the meeting was called upon requisition under section 3.2 and if no quorum is present within one (1) hour of the time for which the meeting was called, the meeting shall be dissolved and there shall be no obligation on the board to call another meeting relating to the same subject matter.



3.8 Voting

Each member of the co-op 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. Only members present in person may vote and proxies shall not be permitted. Unless otherwise specifically provided in this by-law or in The Co-operative Corporations Act, all decisions shall be made by a majority of the votes cast.

3.9 Attendance by Non-Members

Residents of units of housing of the co-op who are not members may attend or speak at meetings of members only with the prior permission of the chairperson of the meeting, and may not propose motions or vote.

3.10 Record of Attendance

The secretary shall cause the names of all persons attending members' meetings to be recorded and shall ensure that only members make motions or vote.

3.11 Procedure at Meetings

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.

3.12 Minutes of General Meetings

The secretary shall cause minutes of members' meetings to be distributed to all members before the next general meeting.

Article Four - By-laws, Policies and Procedures

4. 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 and shall not be effective until confirmed, with or without variation, by at least two thirds (2/3) of the votes cast at a general meeting of the members.



4.1 Occupancy-Related Policies

Occupancy-related policies shall be decided by vote of the board of directors. These policies shall include the setting of housing charges, other charges similar to rent or any other charges payable to members. The board of directors may set occupancy related policies by approval of the form of occupancy agreement used by the co-op for members residing in units owned by the co-op.

4.2 Organizational Policies

Organizational policies are important decisions by 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 occupancy-related policies. Organizational 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. Areas where organizational policies are appropriate include member selection, personnel, hiring, community relations, education, expansion and investments.

4.3 Procedures

Procedures set out the mechanisms required to carry out the intent and purpose of the co-op's by-laws and policies. Procedures shall be adopted by the board. Procedures which concern the members generally, shall be distributed to the members or otherwise publicized.

4.4 Records of Policies and Procedures

The secretary shall cause records to be kept 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 of their approval.

4.5 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 and the Articles of the 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, by-laws; fourth, occupancy-related policies; fifth, organizational policies; and sixth, procedures. All the foregoing shall be binding on the co-op, board, members and staff.



Article Five - Board of Directors

5. 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 Act expressly require any act to be done or decision to be made by meetings of the 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:
 - ensuring that objectives, goals and policies for the co-op are established and regularly reviewed;
 - ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined;
 - ensuring adequate performance of all legal obligations and agreements of the co-op;
 - ensuring that the co-op's property is adequately maintained;
 - supervising and monitoring the financial affairs of the co-op and making prudent financial decisions in the interest of the members;
 - ensuring that an adequate level of insurance coverage is maintained;
 - ensuring that there is provision for the education of members and staff in matters relating to the operations of the co-op;
 - ensuring that appropriate policies and procedures for the selection of housing of the members are followed;
 - approving membership applications;
 - coordinating the reports and activities of all committees;
 - determining the agenda for all general meetings; reporting on its activities to each meeting of members;
 - hiring, dismissing and directing employees and fixing their remuneration;
 - ensuring that the social and community needs of the co-op are addressed;
 - and



- ensuring the participation of the co-op in the broader co-operative movement.

5.1 Number of Meetings of the Board and Quorum for Meetings

The board shall consist of fourteen (14) members of whom a majority shall constitute a quorum for the transaction of business.

5.2 Qualification

No person shall act as a director of the co-op unless that person is 18 years of age or more, and has been a member of the co-op throughout the thirty (30) day period immediately before his or her election or appointment. A majority of directors must be Canadian citizens or landed immigrants. No undischarged bankrupt or mentally incompetent person shall be a director. A person who is elected a director is not a director unless they were present at the meeting when they were elected and did not refuse at the meeting to act as director, or where they were not present at the meeting, they consented in writing to act as director before their election or within ten (10) days thereafter.

5.3 Election of Directors

- a) Directors shall be elected by the members at the annual meeting. They shall serve for a two (2) year term as provided in subsection 5.6(a). Directors shall be eligible for re-election at the annual meeting of members.
- b) The election shall be by ballot and if the members vote, members shall cast a number of votes equal to the number of directors to be elected, but no candidate shall receive more than one vote from any member.
- c) All votes shall be cast during a duly constituted general meeting and quorum shall be maintained throughout the voting period.

5.4 Nominations

The board shall strike a nominating sub-committee to publicize the election, seek candidates and educate members in the duties and responsibilities of the board. The sub-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 section 5.2.



In the case of a board vacancy between elections, the nominating sub-committee shall publicly seek candidates and make recommendations to the Board for the board to appoint a replacement.

5.5 Procedure for Election

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 by-laws, for providing a list of nominated candidates, and for supplying initialed ballots with spaces equal to the number of directors to be elected. The elections officer and assistant 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 confidential portion of the minutes. 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 second election shall be held immediately involving the candidates receiving the same number of votes for such position. The second election shall be by ballot in accordance with the provisions of this section. There shall be an immediate recount on the request of any member. Following the election, the cast ballots will be returned to the ballot box, which shall be sealed and kept in the co-op office for forty-eight (48) hours before the ballots are destroyed. During the forty-eight (48) hour period, any member may, in accordance with section 3.3, requisition a general members' meeting for the purpose of recounting the votes. If such a meeting is called, the ballots shall be kept until the date of the meeting. Notwithstanding any such recount or meeting, the decision as announced at the meeting where the election was held shall continue in effect pending any further recount.

5.6 Term of Office

- a) The normal term of office for a director shall be two (2) years. A director shall serve until the dissolution or adjournment of the meeting at which his successor is elected unless re-elected by the members at the annual general meeting.
- b) The term of office of a director shall end at the dissolution or adjournment of the meeting of members at which his successor is elected (unless a director has resigned or been dismissed under section 5.9). The retiring directors shall be expected to attend the first regular board meeting following the election of their successors to advise the new directors.



5.7 Vacancy

Where 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 balance of the term of the vacating director. If no quorum of directors remains in office, then 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.

5.8 Responsibilities of Individual Directors

The responsibilities of directors shall be (in addition to any responsibilities any director may have as an officer) the following:

- a) to attend all meetings of the board and of members, unless excused by the board;
- b) to be prepared for all meetings by reading the relevant reports;
- c) 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;
- d) to be familiar with relevant provincial legislation as well as the Articles of Incorporation, by-laws, policies and procedures of the co-op;
- e) to respect the confidentiality of matters considered by the board or coming to their notice or attention as directors which are of a confidential or private nature; and
- f) to perform any specific duties which may be assigned by the board.

5.9 Indemnification of Directors and Officers

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. Notwithstanding the above, no director or officer 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 he or she is adjudged to be in breach of any duty or responsibility imposed under



the Act or under any other statute unless, in an action brought against individual in his or her capacity as a director or officer, complete or substantial success as defendants is achieved.

The co-op may purchase and maintain any 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 Act.

5.10 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 seventy-five per cent (75%) of the votes cast at a general meeting, 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 the 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 three (3) 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, for breach of confidentiality as set out in subsection 5.13 (a) 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 (7) 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 (2/3) of the votes cast at the meeting of the board.



- d) Where a director is removed from office under subsection (c), the board shall not fill the vacancy so created, but shall give an explanation at the next members' meeting. 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.

5.11 Remuneration

Directors who are also officers shall serve as officers without remuneration and shall not receive, directly or indirectly, any profit from their position as officers but may be paid reasonable expenses incurred by them in the performance of their duties as officers. The directors shall receive no remuneration for serving as directors, but shall be reimbursed for their reasonable duly authorized expenses incurred in carrying out the business of the co-op.

5.12 Meetings of Directors

- a) The board shall normally meet monthly on a date 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 Ottawa as the board may determine. The directors shall not be reimbursed for their expenses in the attending of a meeting of the directors or any committee of the co-op where such meetings are not held within one hundred (100) kilometres of the City of Ottawa, Ontario.
- c) At least five (5) days notice of each meeting (except meetings referred to in the first sentence of subsection (a)) shall be given to each director in the manner provided herein for giving notice of members' meetings, unless all directors are present at the meeting and consent to holding the meeting without the normal 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 the president's absence or inability to act, the vice-president or such other person 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 vote.
- 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.

5.13 Members' and Employees' Participation

- a) All members and employees of the co-op shall be entitled to attend and speak at meetings of the board, except where the board by resolution determines that the nature of the business to be considered is confidential. Non-directors may speak with permission of the board, but shall not be permitted to make motions or vote.
- 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 the members, or posted in a prominent location.

5.14 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.
- c) The minutes of the board meetings shall include details of all items of business discussed other than details of confidential matters.



5.15 Agreements with CMHC

The directors of the co-op, may for the purpose of fulfilling the co-op's objectives, cause the co-op to enter into agreements with Canada Mortgage and Housing Corporation and Ontario Housing Corporation and to obtain loans under the National Housing Act of Canada. While any such agreement is in full force or loan is outstanding all applicable requirements under the act and all obligations under the agreement and all conditions of the loan shall be and remain binding on the co-op.

Article Six – Officers

6. Election of Officers

The officers of the corporation shall be a president, vice-president, secretary and treasurer and such other officers as the board of directors may by by-law determine. The president shall be elected at the annual meeting of members. The other officers of the corporation shall be appointed at the first meeting of directors following each annual meeting of members.

6.1 Removal of Officers

The board may by resolution remove any officers from office. Notice of any meeting where it is intended to propose such a resolution shall be given to all directors in accordance with section 5.12 (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 section.

6.2 Other Vacancies

Any officer may resign by notice in writing delivered to the 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.



6.3 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.

6.4 President

The president shall preside at all meetings of members and the board. 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.

6.5 Vice-President

The vice-president shall preside at 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 other duties of the office, the vice-president shall perform such duties.

6.6 Secretary

The secretary shall issue or cause to be issued all required notices of meetings of the members and the board. The secretary shall be responsible for ensuring that the books and records of the co-op are maintained other than those for which the treasurer is responsible. The secretary shall ensure that all legally required notices and filings are duly performed. The secretary shall cause to be kept accurate and complete minutes of all meetings of the members and the board and shall cause them to be distributed in such manner as the members or the board may direct. The secretary shall keep or cause to be kept a minute book which shall include the following:

- a) a copy of the co-op's Articles of Incorporation and a copy of any Articles of Amendment to the Articles of Incorporation;
- b) all by-laws, policies and procedures and resolutions of the co-op;
- c) 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; and
- d) minutes of all meetings of members and of the board.



The board may, at its discretion, create the separate offices of recording secretary, responsible for taking and distributing minutes of meetings of the members and the board, and corporate secretary, responsible for all the other duties of the secretary.

6.7 Treasurer

The treasurer shall be responsible for generally overseeing the financial management and affairs of the co-op. 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. 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, 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. The treasurer shall ensure that the board receives and reviews monthly financial reports. The treasurer shall normally sign all cheques issued by the co-op and shall be assured that the expense has been duly authorized.

6.8 General Duties of Officers

The officers shall perform their respective duties in accordance with all resolutions passed by or directions given by the meetings of 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.

6.9 Honorary Officers

There may be such honorary officers as the board of directors from time to time consider advisable and they shall hold office for such period of time as may be prescribed by the board.

Article Seven – Employees

7. Board Supervision of Employees

The board shall supervise and direct the senior employees of the co-op. It shall ensure that appropriate job descriptions for all staff positions are drawn up and that proper procedures for reporting, and authorized areas of decision-making, are established and



followed. The president, or another director appointed by the board, shall be responsible for liaison with the senior employees between board meetings.

Article Eight – Committees

8. Creation of Committees

The members or the board 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 of the board or the members creating a committee, the members thereof need not be directors. 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. Unless otherwise specified in the job description, volunteers for each committee shall be solicited from the members. Each committee shall report to the board from time to time as requested and may appear at meetings of the board. 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. 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 Nine - Financial

9. Fiscal Year

The fiscal year of the co-op shall commence on the first day of January and end on the last day of December in each year.

9.1 Bonding

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.



9.2 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 for one (1) year. 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 director, 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.

9.3 Auditor's Report

The auditor shall make a report to the members on the financial statement 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 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.

9.4 Signing Authority

- a) The board shall appoint not less than four (4) signing officers, two (2) of whom shall be the president and the treasurer and the remainder of whom shall be directors or officers. All cheques and other negotiable documents shall be signed by two (2) signing officers.
- b) 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 on behalf of the co-op, and may provide that such person or persons may affix the corporate seal, if required.
- c) All persons signing any document referred to in subsections (b) 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.
- d) The signature of any document in the manner set out in this paragraph shall be deemed in favour of third parties to be conclusive evidence that the execution and delivery of such document was duly authorized by the co-op.



9.5 Borrowing Powers

The directors may borrow money on the credit of the co-op, or charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the co-op to secure any debt obligations or any money borrowed or any other debt or liability of the co-op. In taking any of the actions referred to in this paragraph, the board of directors shall have regard for any contractual obligations of the co-op to Canada Mortgage and Housing Corporation or others.

9.6 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 distributed or disposed of to or for a charitable organization or organizations whose activities are carried on solely within Canada.

Article Ten - Coming Into Force

10. Coming Into Force

This by-law shall come into force as soon as it is adopted in accordance with section 4 hereof and at such time all provisions of any previous by-law which may conflict with this by-law shall be repealed.

Article Eleven – Inconsistencies

11. Inconsistencies

Where the terms of any present or future by-law of the co-op contradict or are inconsistent with this by-law # 1, this by-law # 1 shall always prevail and the other terms shall be inoperative to the extent of such contradiction or inconsistency whether the contradiction or inconsistency arises on or after the enacting of the by-law.