

Organizational By-Law #1

A By-law relating generally to the transaction of the affairs of
Peterborough Co-operative Homes Inc.

BE IT ENACTED as a By-law of Peterborough Co-operative Homes Inc.
(hereinafter called the Co-op) as follows:

ARTICLE 1 INTERPRETATION

1.01 In this By-law and all other by-laws of the Co-op unless
the context otherwise specifies or requires:

- (a) "Act" means the Co-operative Corporations Act, of Ontario,
as amended from time to time, and/or any statute that may
be substituted for it; in the case of substitution, any
reference in the by-laws of the Co-op to provisions of the
Act shall be read as references to the substituted
provisions in the new statute or statutes;
- (b) "By-laws" means any by-law of the Co-op, including any
special by-law, from time to time in force and effect;
- (c) All terms contained in the By-laws and which are defined
in the Act shall have the meanings given to such terms in
the Act; and
- (d) The singular shall include plural and the plural shall
include singular; the masculine shall include feminine; and
the word "person" shall include, corporations, companies,
partnerships, syndicates, trusts and any other number or
aggregate of persons.

ARTICLE 2 PRIORITY

2.01 Priority

- (a) In so far 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
Incorporation of the Co-op. In the event of a conflict,
the order of priority shall first be the Act, second the
Articles of Incorporation, third the By-laws, and fourth
the policies of the Co-operative. All of the foregoing

shall be binding on the Co-operative, the Board of Directors, the Members and the staff.

- (b) Subparagraph 9.18 subparagraph 13.06(a) and paragraph 13.09 of this By-law shall prevail over any other by-law, resolution or policy of the terms of any presently existing or enacted in the future. Where the terms of any present or future by-law, resolution or policy of the Co-op contradict or are inconsistent with subparagraph 9.18, subparagraph 13.06(a) or 13.09, of this By-law as the case may be, 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 enactment of such other by-law, resolution or policy.

ARTICLE III GENERAL

3.01 Aims and Objectives

On November 29, 2011, the members of the co-op approved a Mission Statement which states our purpose for being :

We are a safe, affordable community of individuals.

3.02 Co-operative Corporations Act

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

3.03 Head Office

The head office and chief place of business of the Co-op shall be located at 21 Chamberlain Place, Peterborough, Ontario.

3.04 Seal

The seal of the Co-op shall have inscribed therein

the name of the Co-operative Corporation as follows:

Peterborough Co-operative Homes Inc.

and the seal impressed in the margin of these By-laws is hereby adopted as the seal of the Co-op.

ARTICLE IV MEMBERSHIP

4.01 Membership

The membership of the Co-operative 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.

4.02 Application for Membership

Applicants for membership shall submit a written application in the form required by the Board of Directors. No application for membership may be considered unless all adult members of the applicant's household 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.

4.03 Qualifications for Membership

(a) The Co-op shall not discriminate against members or applicants for membership on the basis of any grounds that would violate fundamental human rights.

(b) The Board may accept for membership those persons who are sixteen (16) years of age or over and who have the qualifications set forth in the Act and in the Co-op's Membership Policies.

(c) The membership of the Co-op shall consist of all persons who from time to time are accepted as members in the manner hereinafter prescribed and whose membership has not been terminated by expulsion or withdrawal.

(d) The membership of the Co-op shall be open to all persons age 16 or over, regardless of race, creed, ethnicity, culture, religious affiliation, sex or sexual circumstances which may be specified by Ontario Human rights legislation.

(e) The Board of Directors may at any time refuse to accept any application for membership in the Co-op. Subject to the approval of applications by the Board of Directors, membership shall be open to all who are in agreement with the aims and objectives of the Co-op.

(f) No person shall be a Member of the Co-op until they have been approved as such by the Board of Directors, and have signed the Occupancy Agreement, and have satisfied all the pre-occupancy financial requirements of the Co-op including payment of the lifetime membership fee set out in the Articles, and have taken occupancy of a unit of housing in the Co-op.

4.04 Member in Good Standing

(a) All Members of the Co-op are expected to be a

"member in good standing" as defined below.

(b) A Member is considered to be in good standing UNLESS one of the following situations currently applies:

(i) the member is in arrears in the payment of any charges and no arrears agreement acceptable to the Board is in place, and/or the member is in breach of such an agreement, **excepting Board members who cannot be in arrears at any time;**

(ii) the member causes or permits substantial damage to their unit or to other Co-op property, whether through the wilful or negligent act of the member or their pets, or by any person or their pets who the Member permits on any part of the co-op's property, and the Member has been contacted in writing by the Co-op and has not agreed in writing to remedy the situation in a manner and time acceptable to the Board;

(iii) in the opinion of the Board, on grounds sufficient to satisfy a reasonable person, the Member has exercised or carried on, or has permitted to be exercised or carried on anywhere on the co-op property, an illegal act, trade, business, occupation or calling;

(iv) the member has permitted a person not approved by the Co-op to reside in their unit and when notified in writing by the Co-op regarding the situation, has not agreed to a resolution satisfactory to the Board;

(v) the member has committed any other

violation of the Occupancy Agreement which is deemed by the Board to be "substantial" and regarding which the Member has been notified in writing and which the Member has not resolved in a manner satisfactory to the Board.

4.05 Membership Non-transferable

Membership in the Co-op shall be non-transferable and shall terminate upon death of a Member.

4.06 Withdrawal from Membership

Provisions relating to withdrawal from membership are outlined in the Occupancy By-Law.

4.07 Occupancy by Members

A minimum of 90% of the housing units of the Co-op shall be "Member Units" within the meaning of the Act, and shall at all times be occupied by Members of the Co-op and their families.

ARTICLE V MEETINGS OF MEMBERS

5.01 Regular General Meetings

The regular general meetings of the Members shall be held monthly wherever possible and in any event shall take place at least two times a year. The agenda for each regular meeting shall include the receiving of reports from the Board, Committees, and staff, and any other matters relevant to the affairs of the Co-op that may be raised by any member.

5.02 Annual Meetings

(a) The Co-op shall hold its first annual meeting of the Members not more than eighteen months after incorporation. Thereafter an annual meeting shall be held not more than six months after the end of the immediately preceding fiscal year of the Co-op and not more than fifteen months after the holding of the last preceding annual meeting.

(b) The agenda for each annual meeting shall include the approval of the financial statements, the appointment of an auditor, the receiving of annual reports from the Board, Committees, and staff, and may include the election of Directors and any other matters.

5.03 Special General Meetings

(a) The Board of Directors may at anytime call a general meeting of the members for the transaction of any business, the general nature of which is to be specified in the notice calling the meeting.

(b) 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 as outlined in Article 6.

5.04 Attendance at Members Meetings

Members are expected to attend all meetings of members, unless prevented by illness, duties of their employment, or other cause beyond their control.

5.05 Place of Meetings

All meetings shall be held within the Province of Ontario.

5.06 Notice of Meetings

(a) Notice of each annual or other general meeting of members shall be given to the members not less than 10 days or more than 30 days prior to the date of the meeting. Such notice may take the form of the agenda for the meeting.

(b) No By-law, Policy, Resolution or motion shall be adopted, confirmed or amended by the Members unless:

(i) in the case of a By-law or Policy, a copy of the By-law or Policy amendment is distributed to the Members at least 10 days prior to the meeting;

(ii) in the case of a resolution or motion, a written description of the general nature of the proposed resolution or motion was distributed to the Members at least 10 days prior to the meeting.

(c) The record date for notice shall be the day before the notice is sent out in accordance with subsection (a). Notice shall be given to all persons who at 5:00 pm on the record date are shown on the Register of Members. Notice shall be given by sending the notice by hand delivery or pre-paid mail to the address shown on the Register of Members.

(d) 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.

(e) All matters pertaining to notice of meeting shall be conducted in accordance with Section 75 of the Act.

5.07 Chairperson of Meetings

(a) Any Member of the Co-op may preside as Chairperson at general member's meetings.

(b) 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, a Director or some other person approved by the Members shall act as Chairperson.

(c) The person acting as Chairperson at the time of a vote shall not vote unless the vote is by ballot or unless the Chairperson's vote would break a tie on a procedural issue. In no event shall the Chairperson have a second or casting vote. In the case of a substantial issue, the motion is lost.

5.08 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 20% of the total Membership.

(b) If a quorum is not present within ten minutes of the time for which the meeting was called, the Members present may postpone the meeting to a date not less than five and not more than fifteen days thereafter. At least two days notice of the rescheduled meeting shall be given to all Members of the Co-op.

(c) If a normal quorum is not present at the rescheduled meeting within ten minutes of the time for which the meeting was called, then the quorum for the rescheduled meeting shall be reduced to ten percent of the total Membership. The business and motions to be dealt with at the meeting shall be limited to those items referred to in the notice of the original meeting.

d) Notwithstanding the above, if the meeting was called by a requisition of five percent of the Members, as outlined in Section 5.03(b) above and if no quorum is present within ten minutes of the time for which the meeting was called the meeting shall be dissolved. There shall be no obligation on the Board to call another meeting relating to the same subject.

5.09 Voting

(a) Each Member of the Co-op shall have the right to vote at any meeting of members. Each Member of the Co-op shall have one vote. Only Members present may vote, and in accordance with the Act, proxies shall not be permitted.

(b) Unless otherwise specifically provided in the By-laws or the Act, all decision shall be made by a majority of the

votes cast and an abstention shall not be considered a "vote cast". The record date for determination of the Members entitled to vote at any meeting of members shall be forty-eight hours before the date and time of the meeting.

5.10 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. Any inaccuracy in the record of attendance shall not thereby invalidate any decisions taken at the meeting.

5.11 Procedure at Meetings

(a) Procedure at meetings of members shall be that set out in "Everything You Want To Know About Meetings" which is located in the Procedures section of the Member Handbook.

(b) Any question as to the interpretation of the rules and procedures at meetings of members shall be decided by the Chairperson. Any Member may appeal the Chairperson's ruling to the general membership.

5.12 Conduct at General Meetings

The chairperson shall co-ordinate the meeting process and ensure that meeting procedures and conduct are maintained.

5.13 Minutes of General Meetings

The Board shall ensure that minutes of all members meetings are to be distributed to all Members of the Co-op at least 72 hours before the next general meeting of members.

5.14 Agenda at General Meetings

(a) The agenda for every general or special meeting of the members shall be determined by the Chairperson of the meeting in consultation with the Board of Directors and with input from the Members and staff, and shall be circulated to the Members at least 10 days prior to the meeting.

(b) The Board shall make sure that the Members have an opportunity to provide and submit items for upcoming general member's meetings. The agenda shall be reviewed for approval by the Members at the start of the meeting.

(c) At each general members meeting any Member present may request that an item be placed on the agenda. Such an item may be discussed but no vote on any changes to the operation of the co-op may be taken at that time.

ARTICLE VI MEMBER'S CONTROL

6.01 Right of Members to Requisition Action

Under the provisions of the Act and this By-law, the business of the co-op is under the management and direction of the Board. Ultimate control of the co-op is in the hands of the members through their ability to choose and remove the Board and through the ability to control the budget and various other aspects of decision making in the co-op.

However, the Act permits the members to adopt resolutions or take decisions dealing with the day to day management of the co-op only in compliance with certain precise formalities. The Act provides three specific methods by which members may make their will govern in the specific circumstances as set out in this Article. This Article

describes these three methods.

6.02 Requisition for Passing By-law or Director's Resolution

Under the Act, ten percent of the members may requisition the directors to call a meeting of the directors for the purpose of passing any by-law, policy or resolution. If the directors do not call the meeting and pass the by-law, policy or resolution, then any of the requisitionists may call a member's meeting for the same purpose. Such a member's meeting has the full power to pass the by-law, policy or resolution even though it has not been passed by the directors. This is the only circumstance under which a by-law or policy can be adopted by the members without it having first been passed by the Board. No requisition for a meeting in respect of a by-law, policy or resolution may be made for a period of two years after a meeting of members has failed to pass or confirm a similar by-law policy or resolution arising out of an earlier requisition.

6.03 Requisition to Place Resolution on Agenda for Member's Meeting

Under the Act, five percent of the members may requisition the directors to give notice of a particular resolution to be moved at the next member's meeting and to circulate an explanatory statement. This procedure does not permit a by-law to be passed by the members unless the Board has already passed it. This procedure does not permit any resolution to be adopted unless the membership would have had authority to adopt it without a requisition.

6.04 Requisition for Member's Meeting

Under Section 79 of the Act, five percent of the members may not necessarily require a separate meeting, since the meeting referred to in the requisition could be part of an

annual, regular or special meeting that is scheduled within the time periods mentioned in Section 79 of the Act. This procedure does not permit a by-law to be passed unless the Board has already passed it, but only permits the membership to take such actions at the meeting as they have the authority to take. This procedure is designed to deal with a case where the Board is not calling meetings of the members as frequently as it should.

6.05 Procedures for Member's Requisitions

The procedures and further details governing exercise of the member's rights referred to in this Article are those set out in the relevant sections of the Act.

ARTICLE VII BY-LAWS, AGREEMENTS, POLICIES & PROCEDURES

7.01 By-laws

(a) By-laws are intended to set out significant aspects of the organization of the co-operative. By-laws and amendments to existing by-laws must be passed by the Board of Directors and shall not be effective until confirmed, with or without variation, by at least two-thirds of the votes cast at a general meeting of the members duly called for that purpose.

(b) The By-laws of the co-op shall include:

(i) The Organizational By-law, relating to the conduct of the affairs of the co-operative;

(ii) the Occupancy By-law, and

(iii) such other by-laws as may from time to time be passed by the Board of Directors and

confirmed by the members.

7.02 Agreements

(a) Two categories of Agreements are generally applicable to the co-operative:

(i) Agreements between the co-op and the members such as the Occupancy and Subsidy Agreements and such other agreements as may from time to time be required.

(ii) Agreements between the co-op and third parties, such as Canada Mortgage and Housing Corporation, the Mortgagee, Consultants and Contractors.

(b) The form of Agreements to be used between the co-op and its members shall be approved by the Board of Directors and shall not be effective until confirmed with or without variation by a majority of votes cast at a general meeting of the members.

(c) Agreements between the co-op and third parties shall be effective upon approval and execution by the Board of Directors and the relevant third parties.

7.03 Policies

(a) Policies are important decisions by the membership as to how the internal affairs of the co-op should be organized and managed. They form part of the Occupancy Agreement and are binding on all members once they have been duly approved for membership.

(b) Policies are normally drafted and proposed by

committees and must be passed by the Board of Directors, and shall not be effective until confirmed with or without variation by a majority of votes cast at a general meeting of the members duly called for that purpose.

7.04 Procedures

(a) Procedures set out the mechanisms required to carry out the intent and purpose of the co-op's by-laws and policies. Procedures are proposed by the committees or the Board and shall not be effective until approved by the Board with or without amendment.

(b) Any 5 members may request that a particular procedure be reviewed by the membership where the member believes that it is in the interests of the membership to do so, or that the procedure may be inconsistent with the co-op's by-laws, policies, Articles of Incorporation or the Act or with any statute or regulation or with the International Co-operative Principles, or with general principles of fairness, democracy or equality.

ARTICLE VIII CONFIDENTIALITY AND CONFLICT OF INTEREST

8.01 Confidentiality

(a) The following matters shall be considered as confidential and shall be treated as such by all persons, whether members or staff, who obtain access to information of the following kind:

(i) all matters or issues which are personal to a member, resident, or applicant for membership, and/or their household including but not limited to matters pertaining to income and the need, entitlement to, and/or application for housing charge assistance, and/or any pending or contemplated legal action involving such

person;

(ii) any details pertaining to legal action or pending legal action in which the co-op is involved, where the revelation of such details may detrimentally affect the co-op's legal position;

(iii) any information relating to the business of the co-op where secrecy is appropriate to preserve the co-op's position against third parties;

(iv) any information specific to individual staff members, which the relevant employee requests to be kept confidential, such as family matters and performance reviews and evaluations and contract information, but not including a staff person's salary (where the staff person is hired by the co-op directly) or their job description;

(v) any information or matter which the co-op's lawyer has specifically advised the co-op to treat as confidential.

(b) All members of the co-op are required to respect and preserve the confidentiality of all matters which may come to their attention in whatever capacity, where such matters fall within the definition of confidentiality as noted above.

(c) The obligation to maintain confidentiality on any matter as defined above, continues even after a member ceases to hold the position as a result of which he or she has gained access to the confidential information.

8.02 Conflict of Interest

(a) The following situations shall be considered as potential or actual conflicts of interest:

(i) where a member of the co-op is involved in a committee, or on the Board, at a time when that committee or the Board are considering an issue or decision which could result in a financial, material or other benefit to that member;

(ii) where a member of the co-op has a financial or material interest in a company or enterprise which does business, or is seeking to do business, of any kind, with the co-op;

(iii) where a member of the co-op has, or may potentially have, an opportunity to participate in a commercial or other business enterprise in which the co-op is or may potentially be participating;

(iv) where a member of the co-op is employed by, or has an opportunity to be employed by a company with whom the co-op is considering a contractual or other business relationship;

(v) where a member has a connection with a company or organization, or is employed by a company or organization that would potentially benefit (whether as a supplier, subcontractor or otherwise) from another company's or organization's contractual relationship with the co-op;

(vi) where a member of the co-op has a relative or friend who might potentially benefit in, or as a result of, any of the ways outlined above.

(b) A member of the co-op is required to declare an actual or potential conflict of interest whenever one or more of the above situations apply. No member having an actual or potential conflict of interest as outlined above shall vote or participate in any discussion at Board, committee or general member's meetings with regard to the matter wherein the actual or potential conflict of interest exists.

ARTICLE IX BOARD OF DIRECTORS

9.01 Powers and Duties of the Board

(a) The business of the co-operative shall generally be under the governance and direction of the Board of Directors.

(b) The Board shall at all times act in accordance with the Act, the Articles of Incorporation, the By-laws, Agreements, Policies, Procedures and rules of the co-op and the Principles of the International Co-operative Alliance.

(c) The Board of Directors may act only by the decision of a duly constituted meeting of the Board, or of the general members.

(d) The Board's responsibilities shall include but shall not be limited to the following:

(i) Be a trustee for the members and ensure that the wishes of the members as expressed through the by-laws, policies, resolutions, etc. which have been approved by the members are carried out;

(ii) ensuring that objectives, goals and policies of the co-op are established and regularly reviewed;

(iii) ensuring that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined and that such structure is operating effectively;

(iv) ensuring adequate performance of all legal obligations and agreements of the co-op;

(v) ensuring that the co-op's property is adequately maintained;

(vi) supervising and monitoring the financial affairs of the co-op and making prudent financial decisions in the interest of the members;

(vii) ensuring that an adequate level of insurance coverage is maintained;

(viii) ensuring that there is provision for the education of members and staff in matters relating to the operations of the co-operative;

(ix) ensuring that appropriate policies and procedures for the selection of members and the ongoing management and operation of the co-op are established and followed;

(x) receiving and reviewing recommendations of committees and making decisions with regard thereto;

(xi)deciding upon acceptance or rejection of applicants for membership;

(xii)co-ordinating reports and activities of all committees;

(xiii)ensuring that regular general member's meetings are held and reporting on it's activities at each meeting of the members;

(xiv)employing, dismissing and directing employees and fixing their remuneration;

(xv)ensuring that the social and community needs of the co-op are addressed; and

(xvi)ensuring the participation of the co-operative in the broader co-operative movement.

(e) The Board shall consult with the members on all major issues and decisions prior to taking action, except where the by- laws or policies specify otherwise.

9.02 Responsibilities of Individual Directors

(a) The responsibilities of Directors shall be (in addition to any responsibilities a Director may have as an Officer) the following:

(i) To attend all meetings of the Board of Directors and of the Members;

(ii)to be prepared for all meetings by reading relevant reports;

(iii)to be familiar with the powers and duties of

the Board and to attend such educational workshops as are deemed necessary by the Board or the general members;

(iv) to act honestly, in good faith and in the best interests of the co-op at all times and place this duty before personal interest or that of individual members or groups of members;

(v) to be familiar with relevant government legislation as well as the Articles of Incorporation, by-laws, policies, procedures and rules of the co-op and its organizational structure;

(vi) 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;

(vii) to notify the Board of Directors of any actual or potential conflict of interest on any issue which is before the Board for discussion or consideration, and to refrain from voting or participating in discussions relating to the issues unless the Board determines by a two-thirds majority vote or greater, that no conflict of interest exists;

(viii) to notify the Board of Directors if he becomes bankrupt; and

(vix) to perform any specific duties which may be assigned by the Board.

(b) Individual Directors have **no authority** to make decisions or enter into agreements or contracts on behalf of the co-op, except where such authority is expressly

delegated by a resolution of the Board of Directors.

9.03 Accountability and Disclosure

The Board of Directors shall be accountable to the members for the management and financial and other affairs of the co-op, and shall make full disclosure to the members of the co-op on all matters pertaining to the business of the co-op, except where secrecy is necessary to preserve the co-op's position against third parties, or with regard to personal information relating to individual members.

9.04 Number of Directors and Quorum for Meetings

The members shall determine the number of Directors by majority decision. The Board of Directors shall consist of seven members. A majority of the Directors shall constitute a quorum for the transaction of business.

9.05 Qualifications

(a) No person shall be a Director of the co-operative:

- (i) if not a member of the co-op; or
- (ii) if under eighteen years of age; or
- (iii) if he is not a Member in Good Standing as defined in this by-law; or
- (iv) if he is an undischarged or bankrupt; or
- (v) if he is a mentally incompetent person.

(b) In order to be elected a Director in the co-op, a person:

(i) must have been present at the meeting when he was elected and must have consented to act as Director; or

(ii) if not present at the meeting, must have consented in writing to act as Director either prior to the election or within ten days thereafter.

(c) Two or more members who belong to the same household or who are related by blood or marriage shall not be permitted to hold positions simultaneously as directors and/or officers in the co-op.

9.06 Term of Office

(a) The normal term of office for a Director shall be three years. Directors shall serve until the first Board meeting following the election of their successors. Where a Director resigns before his term of office has expired, his replacement shall hold office for the remainder of the term.

(b) 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 (unless a Director has resigned or been dismissed), which meeting shall be held within two weeks of the election.

9.07 Disqualification

A Director shall automatically be disqualified from continuing as a Director if:

(a) he becomes bankrupt; or

(b) he ceases to be a Member in Good Standing as defined in this by-law; or

(c) he becomes a mentally incompetent person.

9.08 Vacancy

(a) Where a vacancy occurs on the Board of Directors and a quorum of Directors remains in office, the remaining Directors may appoint a qualified person to fill the vacancy until the next election subject to the approval of the members at the next general meeting of members.

(b) If the members at the meeting do not approve the Director appointed by the Board, they shall elect another member to fill the vacancy for the remainder of the term.

(c) 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 term.

9.09 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 it's receipt unless the resignation is withdrawn before acceptance.

(b) The members may by resolution passed by a majority of the votes cast at a general meeting , remove any Director from office before the expiry of their 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) (i) The Board may remove a Director from office if the Director is absent from three consecutive meetings of the Board without leave or adequate excuse, or for breach of confidentiality, or for other serious dereliction of duty as a Director or as a member.

(ii) The Board, by majority vote, may decide to initiate proceedings for removing a Director from office on such grounds. Following such a vote, a written notice stating grounds for removal shall 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.

(iii) Final consideration of the removal and voting on the matter shall take place in a subsequent in-camera session without the Director in question present. The Director in question shall have no right to be present, or to be represented at such session and shall have no right to receive or to view the minutes of that portion of the proceedings.

(iv) 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 under subsection (c), the Board shall not fill the vacancy so created, but shall give an explanation at the next member's meeting prior to which notice of the issue as an agenda item shall be circulated to the members.

(e) 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.

9.10 Election of Directors

In accordance with the Act,

(a) Directors shall be elected by the members annually at a general member's meeting duly called for that purpose or at the Annual Meeting of Members.

(b) The election shall be by ballot and members shall on their ballot cast a number of votes equal to the number of Directors to be elected. Any ballot that does not have such number of votes on it shall be void. No candidate shall receive more than one vote from any one member.

(c) All votes shall be cast during a duly constituted general meeting and quorum shall be maintained throughout the voting period.

9.11 Nominations

(a) The Board shall strike a Nominating Committee prior to the election of Directors to publicize the upcoming election and to seek candidates and educate members in the duties and responsibilities of the Board. The committee shall endeavour to ensure that there are more candidates than the number of Directors to be elected.

(b) At the member's meeting at which the election takes place, any members may nominate additional candidates who qualify for the position.

(c) The staff shall be responsible for determining that each nominee qualifies to stand, and for informing them of any problems prior to their acceptance of their nomination.

9.12 Conduct of Elections

(a) The Nominating Committee 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 or otherwise identified ballots.

(b) An Election Chairperson shall be appointed by the members prior to the general meeting of the members for the purpose of conducting the election portion of the meeting. All candidates shall accept their nominations in person or in writing at the meeting prior to the commencement of voting.

(c) Scrutineers will be appointed and approved by the membership prior to the start of the election. A list of persons eligible to vote shall be available at the start of the election and each person shall sign the list of voters next to their name. Tylers may be appointed to secure doors prior to distribution of ballots and until ballots are collected, and to ensure that no one enters or leaves the room during that period. Scrutineers will count the votes and pass the results to the Chairperson who will announce the results, but not the number of votes for each candidate.

(d) No record of the number of votes received by each candidate shall be kept. The candidates receiving the greatest number of votes shall be declared elected. In the event of a tie for the final position(s) 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.

(e) (i) Any person eligible to vote who was not present

or did not cast a vote on the first election but who is present and wishes to cast a vote on the second election, may do so.

(ii) Each person casting a vote on the second election shall sign the Voter's List, as at the first election.

(f) There shall be an immediate recount on the request of any member. Following the election, the Election Chairperson shall call for and obtain a resolution from the members to destroy the ballots after forty eight hours unless a general meeting has been requisitioned for the purpose of recounting the votes. Following the said motion, the cast ballots will be returned to a sealed envelope or sealed ballot box, and shall be kept in the co-op office for forty-eight hours before the ballots are destroyed.

(g) During the forty-eight hour period, any five members may requisition a general member's 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 at the meeting, the decision as announced at the meeting where the election was held shall continue in effect pending any further count.

9.13 Sub Committees

The Directors may from time to time by resolution appoint sub committees of the Board to whom they may delegate temporary authority and responsibilities on specific issues. In every instance where such a sub committee is established, the Board of Directors shall ensure that the following applies:

(a) Any authority and/or responsibility thus delegated

shall be limited to specific issues or matters for which the sub committee was established;

(b) the sub committee's mandate and terms of reference shall be clearly defined and shall be valid for a specific period of time;

(c) the sub committee shall have limited decision making powers and shall be required to report back to and/or make recommendations to the Board and/or membership before any final action is taken or before the matter is concluded.

9.14 Meetings of Directors

(a) The Board shall normally meet at least once a month 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 time as it may determine. In addition, any two Directors may at any time call a meeting of the Board.

(b) Meetings shall take place within the co-op or at such other place as the Board may determine provided that appropriate notice is given to all Directors.

(c) At least two day's 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 member's meetings, unless by reason of pressing circumstances or emergency the person calling the meeting determines that it is appropriate to give less notice. In that event, those Directors not absent from the co-op throughout the entire period from the calling of the meeting to the time of it taking place, may consent in writing to holding the meeting without normal notice.

(d) In addition, all the Directors may at any time waive

any requirement for notice.

(e) Where because of an emergency or otherwise there has been a failure to give notice of a meeting of the Directors, any Director who didn't receive notice and was not present at the meeting is entitled to raise for discussion and reconsideration at the next meeting at which he is present any issue which may have been dealt with at the meeting for which he did not receive notice and from which he was absent.

(f) Where all the Directors have consented, any Director may participate in a meeting of the Board by means of a conference telephone or other communication equipment where all persons participating in the meeting can hear each other.

(g) Any Director may at any time serve as Chairperson of meetings of the Board. At each meeting of the Directors the Directors shall elect or appoint one of their number to chair the meeting.

(h) 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.

(i) The chairperson shall not be entitled to vote except in the case of a tie vote.

(j) Except as set out in this by-law, the provisions of this by-law dealing with procedures at meetings of members shall apply, with all necessary changes, to meetings of the Board.

9.15 Agenda at Director's Meetings

The agenda for each meeting of Directors shall be approved collectively at the start of each meeting by those Directors who are present.

Any member wishing to have an item placed on the agenda may attend at the start of the meeting and propose his item for the agenda.

All items proposed for the agenda, whether by a Director or by a non-director, shall be included on the agenda for that meeting if this is agreed to by a majority of the Directors present.

9.16 Member's Participation

(a) All members of the co-op shall be entitled to attend and to speak at meetings of the Board. Members may speak to the item under discussion with permission of the Board, but shall not be permitted to make motions or to vote. Where the matter being discussed involves information that is confidential to members, that portion of the meeting shall be closed to everyone except the Board, administrative staff and the members involved.

(b) Employees and Management Staff of the co-op shall also be entitled to attend and speak at all meetings of the Board, but shall not be entitled to move resolutions or to vote. In particular, the co-op co-ordinator or senior staff person shall be entitled to be notified in advance of Board meetings and to attend and participate in discussions, except where the performance or evaluation of that person (or if applicable, the management company by which they're employed) is being discussed.

(c) The minutes of all Board meetings or a summary shall be posted in a prominent location or circulated in some other manner as soon as possible after each meeting.

9.17 Confidentiality of Board Proceedings

(a) All Directors and officers shall keep confidential from everyone, (whether a member of the co-op or otherwise), 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 or staff and information relating to the business of the co-op where secrecy is appropriate to preserve the co-op's position against third parties even when they are members of the co-op.

(b) If any employee, or other member of the co-op is present at a Board meeting where confidential matters are considered and become aware of such confidential information, such person shall have an obligation to keep such information confidential and not to communicate it to anyone else, whether a member of the co-op or otherwise.

(c) The minutes of the 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 that are circulated to members or are posted in a public place.

(d) The obligation to maintain confidentiality shall continue after ceasing to be a director or officer.

(e) Confidential information may only be communicated:

(i) To consultants from whom the co-op is seeking advice or direction, and only to the extent that such information must be communicated for the purpose of obtaining such advice; and

(ii) to the police or other authorities where required.

9.18 Remuneration

The Directors and those Directors who also serve as officers, shall serve as Directors and officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration from his or her position as Director or in any other capacity, provided that a Director including those who are also officers, may be paid reasonable expenses incurred by them in the performance of their duties. In no event shall expenses include payment for time taken from work to attend to co-op business.

9.19 Indemnification of Directors and Officers

(a) Every Director and officer of the co-op and his or her heirs, executors and administrators, respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the co-op only from and against:

(i) All costs, charges and expenses whatsoever such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office;

(ii) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the co-op, except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the co-op.

(b) The co-op may purchase and maintain any insurance for the benefit of it's Directors and officers as the Board may from time to time determine, except insurance against a liability, cost or charge or expense of a Director or officer incurred as a result of a contravention of the Act with regard to the standard care required from Directors.

(c) For greater clarity, but without in any way limiting the generality of the foregoing or altering it's intent, the co-op will reimburse Directors and officers for costs pertaining to legal proceedings which involve them as Directors and officers of the co-op if they have not been judged to be grossly negligent or fraudulent, or if they have not defaulted on any of their legal obligations as Directors or officers, or if they were authorized by the general membership or the Board to do what they did.

9.20 For the Protection of Others

Except as otherwise required by the by-laws, the co-op may from time to time indemnify and save harmless against expenses, (including legal fees, judgements and fines), in an amount actually and reasonably incurred by him in connection with any action, suit or proceeding any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suits or proceedings whether civil, criminal, administrative or investigative (other than action by or in the right of the co-op) by reason of the fact that he is or was an employee or agent of the co-op or is or was serving at the request of the co-op as a Director, officer, employee or agent of, or participant in another corporation, partnership, joint venture, trust or other enterprise,

PROVIDED always:

(a) That such action has been authorized by the general members or the Board of Directors or through the duly approved policies and procedures of the co-op;

(b) that he acted in good faith and in a manner which he is reasonably believed to be in, or not opposed to, the best interest of the co-op; and

(c) with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgement, order, settlement or conviction shall not of itself create a presumption that the person had reasonable cause to believe that his conduct was unlawful.

To the extent that the person who is or was an employee or agent of the co-op has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to above, he shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him in connection therewith.

9.21 Right of Indemnity Not Exclusive

The provisions for indemnification contained in the by-laws of the co-op shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under this by-law, agreement, vote of the Members or disinterested Directors of otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall ensure to the benefit of the

heirs, executors and administrators of such a person.

ARTICLE X OFFICERS

10.01 Qualifications

The qualifications of serving as an Officer of the co-op shall be the same as the qualifications for Directors as outlined in these by-laws.

10.02 Authority of Officers

(a) Officers have no independent authority to make decisions or execute contracts on behalf of the co-op, except as specifically directed by the Board as a whole.

(b) Officers shall perform any duties assigned to them in accordance with resolutions passed or directions given by the Board of Directors at a meeting of the Board. In addition, officers shall perform such additional duties as may be assigned to them by the members and shall act as signing officers for the co-op.

10.03 Duties of Officers

(a) The co-op shall appoint a President who shall be a Director and shall oversee and co-ordinate the operations of the Board of Directors, subject always to the instructions of the board and the members.

(b) The co-op may appoint a Vice-President if the President is unable or unwilling to act with respect to any other duties of the office.

(c) (i) The co-op shall appoint a Secretary who may be a Director and who shall ensure that the co-op meets all corporate responsibilities with regard to record keeping.

(ii) The Board may at its discretion create the separate office of Recording Secretary, responsible for taking and distributing minutes of meetings of the Members and the Board.

(d) The co-op may appoint a Treasurer who may be a Director to oversee the finances of the co-op.

10.04 Delegation of Duties

If any Officer is unable to perform his duties, the Board may delegate all or any of the responsibilities of such Officer to any Director for the time being, provided that a majority of the Directors concur.

10.05 Remuneration

The Officers shall receive no remuneration for serving as Officers, and shall not receive, directly or indirectly, any profit from their positions as Officers, but shall be reimbursed for any reasonable duty authorized expenses incurred in carrying out the business of the co-op; however, in no event shall such expenses include payment for time taken from work to attend co-op business.

10.06 Removal of Officers

The Board may by resolution passed by a majority of the Directors 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 these by-laws, 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.

10.07 Other Vacancies

(a) 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 it's receipt unless the resignation is withdrawn before acceptance.

(b) When any of the Officers noted above ceases to be a Director, they shall at the same time cease to occupy their office.

(c) If the office of the President, Vice-President, or Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution may elect an Officer to fill such vacancy.

Article XI EMPLOYEES and STAFF

11.01 Board Supervision of Employees

(a) The Board shall employ, dismiss, supervise and direct the employees of the co-op. It shall ensure that appropriate procedures are in place including an ongoing personnel committee, job descriptions for all staff positions and proper reporting procedures, and that authorized areas of decision making are established and followed.

(b) For each employee the Board shall appoint a Director, Member or senior staff person who shall be responsible for liaising with that employee between Board meetings.

11.02 Management Staff

(a) The Board shall from time to time engage a co-ordinator, manager or management company ("management staff") to perform the primary organizational, administrative and community development tasks in the co-op.

Members of the co-op shall not be eligible to be hired as a co-ordinator or manager of the co-op.

The Board may delegate to the co-ordinator limited authority for managing the business of the co-op, as outlined in the job description.

(b) The management staff shall be the primary resource person and consultant to the co-op and the Board on matters relating to management, administration and community development and organization. The management staff shall carry out it's duties in accordance with the directions of the Board and the provisions of the co-op's by-laws.

(c) The management staff shall attend meetings of the Board except when otherwise instructed and shall be entitled to participate in discussions at Board meetings but shall not be entitled to move resolutions or to vote.

(d) The management staff shall at all reasonable times give to the Board and the meetings of the members and committees all relevant information they may require regarding the operation of the co-op.

(e) The management staff shall be responsible for the supervision of all employees of the co-op and for recommending to the Board the appointment and removal of, and the rates of salaries to be paid to them and shall serve on a personnel committee for this purpose.

ARTICLE XII COMMITTEES

12.01 Creation of Committees

The general membership and/or the Board may establish such committees as they deem appropriate. Whenever a committee is established, the Board shall outline the general duties of the committee and its composition as well as any other appropriate matters. Unless otherwise specified, volunteers for each committee shall come from the membership.

12.02 Committee Operation

(a) Committees shall draft and amend policies relating to their area of operation and shall submit these for the approval of the Board and the general members. In addition, committees shall also draft operating procedures and job descriptions for approval by the Board.

12.03 Limits of Authority

No committee shall 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, except as authorized in a budget approved by the general members, or as outlined in the co-op's Spending Procedures.

ARTICLE XIII FINANCIAL

13.01 Fiscal Year

The fiscal year of the co-operative shall end on the 30th day of November in each year.

13.02 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, may be bonded with a surety company which shall be selected by the Board, for an amount and in such form as the Board may from time to time determine.

13.03 Auditor

(a) 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 the close of the next annual meeting at which it is proposed to appoint some other person as Auditor.

(b) The Auditor shall at all reasonable times have access to the books, accounts and vouchers of the co-operative. The Directors, Officers or employees of the co-operative shall provide such information and explanations as may be necessary for the performance of the Auditor's duties.

(c) The Members may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove an Auditor before the expiration of his terms of office and shall by a majority of votes cast at that meeting appoint another Auditor in his stead for the remainder of his term, provided that the Auditor is given notice and opportunity to make representations as required by the Act.

13.04 Qualifications of Auditor

In accordance with the Act, no person shall be appointed or act as Auditor if:

(a) He is or has been presently or during the preceding two

years, a Director, Officer, or employee of the co-op or a partner, employer, or employee or relation to such Director, Officer or employee;

(b) he or any partner or employer or related person to him transacts a material amount of business with the co-op;

(c) he or any partner or employer or related person to him is appointed a trustee of the estate of the co-op under the Bankruptcy Act (Canada).

13.05 Auditor's Report

(a) The Auditor shall make a report to the Members on the yearly financial statement to be laid before the co-operative at any annual meeting during his term of office, and shall state in his report whether in his opinion the financial statement referred to therein presents fairly the financial position of the co-op and the results of its operations for the period under review, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

(b) If the financial statement contains a statement of changes in net assets or statements of source and application of funds, the Auditor shall include in his report a statement whether, in his opinion the statement of changes in net assets or the statement of source and application of funds presents fairly the information shown therein.

(c) The Auditor shall attend any meeting of the Members at the request of any member, provided notice of such request is given in writing to the co-op five (5) days before the meeting, and shall answer inquiries directed to him concerning the basis upon which he formed the opinion stated in the aforementioned report.

13.06 Signing Authority

(a) The Board shall appoint four signing officers and all cheques and other negotiable documents for the payment of money shall be signed by two signing officers at least one of whom shall be the President, the Vice President, the Treasurer or the Secretary.

(b) All other formal documents or writings requiring the signature of the co-operative shall be signed by any two Directors of whom at least one shall be the President or the 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 member, or more than one of them, to sign specific contracts, documents or other instruments in writing on behalf of the co-op instead of or in addition to those provided in subsection (b) and may provide that such person or persons to affix the corporate seal, if required.

(d) Any authorization for the execution of documents shall be strictly limited to the terms of the specific authorization given by the Board. Signing officers shall have no authority other than that specifically accorded by the Board.

(e) All persons signing any document referred to in subsections (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.

(f) The signature on 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-operative.

13.07 Borrowing Powers

Other than member loans and other loans as set out below, the Directors shall have only the specific borrowing powers which follow:

(a) Except as provided in subsection (b), the Directors may borrow money on the credit of the co-operative, or issue, sell or pledge any of the assets of the co-op. In taking any of the actions referred to in this paragraph, the Board shall have regard for any contractual obligations of the co-operative to the mortgagee or Canada Mortgage and Housing Corporation.

(b) The total of all such indebtedness shall not at any time exceed \$15,000 unless specifically authorized by a resolution of the Members.

13.08 Investment of Surplus Funds

The Board may invest the surplus funds of the co-operative in accordance with the provisions of the co-op's Finance and Investment Policies which form part of the Occupancy Agreement.

13.09 Dissolution of the Co-operative

On the dissolution of the co-operative and after payment of its debts and liabilities, the remaining property of the co-op shall be transferred to or distributed among one or more non-profit housing co-operatives or charitable organizations which carry on work solely in Canada.

ARTICLE XIV SPECIAL PROVISIONS

14.01 Member Loans

Subject to the provisions of the Act, each Member may be required at the time of his application for membership or at the time of executing an Occupancy Agreement, to make a loan to the co-operative in an amount and on such terms as are determined by resolution of the Board of Directors and confirmed by the Members. Such loans will be required from those Members who enter into the Occupancy Agreements with the co-operative and shall be related to the housing charges and any other charges of the accommodation so occupied. The loan may be paid in such a manner as the Directors may by resolution determine.

14.02 Other Loans

Subject to the Act, the co-operative may by resolution of the Members at a meeting duly called for that purpose, borrow money from it's Members payable at such time and on such conditions as the Directors may, by resolution determine.

14.03 Repayment of Member Loans

Subject to the provisions of the Act, the co-operative shall have the right to repay Member loans in whole or in part at any time before the maturity date thereof without notice or bonus.

14.04 Loan Certificates

Subject to the Act, the co-op may issue as evidence of

indebtedness of the co-op to it's members, certificated to be known as Member Loan Certificates. The certificate shall be signed manually by the President of the co-op. Any additional signatures required on the certificate may be printed, engraved, lithographed or otherwise mechanically reproduced therein. Member Loan Certificates shall not be transferable without the consent of the Directors.

14.05 Housing Charge

Housing charges shall be set by the members in accordance with the provisions outlined in the Occupancy By-law.

14.06 Co-op Housing Sector

The co-operative, it's members and Directors shall continue to support the growth and evolution of the co-operative housing sector by word and act, and, where appropriate, by membership and financial support of organizations and associations whose objects are the promotion of non-profit co-operative housing.

14.07 Canada Mortgage and Housing Corporation

The Directors of the co-operative may for the purpose of fulfilling it's objectives, cause the co-operative to enter into agreements with CMHC to obtain loans under the National Housing Act of Canada. While any such agreement is in 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-operative.

ARTICLE XV NOTICES

15.01 Method of Giving Notice

(a) Any notice, communication or other document to be given by the co-operative to a member, Director, Officer or

Auditor of the co-op shall be sufficiently given if delivered personally to their address in the co-op or if mailed by ordinary prepaid or air mail in a sealed envelope addressed to him at the last address as recorded in the books of the co-operative or if sent by any means of wire or wireless or any reasonable form of communication.

(b) Requirements for notice of general member's meetings and director's meetings are outlined in relevant sections of this By-law.

15.02 Computation of Time

In computing the date when notice must be given under any provisions of the articles or By-laws requiring a specified number of days notice of any meeting or other event, the date of delivery or mailing the notice shall be excluded and the date of the meeting or other event shall be included.

15.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer or Auditor or the non-receipt of any notice by any member, Director, Officer or auditor system or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

ARTICLE XVI OCCUPANCY RIGHTS

16.01 Occupancy Rights

The rights of a Member of the co-op to occupy a unit or to use any amenities or facilities within the co-op shall be governed by the provisions of the Act and the Occupancy

By-law, and shall not be subject to the procedures or provisions of the Landlord and Tenant Act.

ARTICLE XVII Amendments

17.01 Confirmation by Members

The Directors may pass By-laws not contrary to the Act or to the articles provided that the By-law is confirmed, with or without variation, by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the co-op duly called to that purpose. No By-law is effective until the foregoing has been carried out.

17.02 Reporting Requirements

It shall be the duty of the secretary to ensure that the co-op files a copy of these By-laws and of every subsequent By-law of the co-operative and every amendment thereto certified by the President and Secretary with the seal of the co-operative affixed, in the office of the Provincial Secretary within thirty (30) days of confirmation thereof as required by the Co-operative Corporations Act.

ARTICLE XVIII Coming Into Force

18.01 Coming Into Force

This By-law shall come into force as soon as it is adopted in accordance with section 15.01 hereof, and at such time all provisions of any previous By-law which may conflict with this By-law shall be repealed.

PASSED by the Board of Directors and sealed with the Corporate Seal of Peterborough Co-operative Homes this

14th day of December 1999.

CONFIRMED by two-thirds of the votes cast at a general Members Meeting this 19th day of January 2000.

Changes (as attached) were confirmed by two-thirds of the votes cast a general Members Meeting this 29th day of November 2011.