

Canadian Hispanic Village Housing Co-operative Ltd.
By-laws

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1. General matters

1.1 Purpose

Canadian Hispanic Village's purpose is to promote the interests of non-profit continuing co-operative housing and the economic and social well being of the members by using their united efforts to provide housing and related services on a co-operative basis.

1.2 Objectives

The Articles of Incorporation list Canadian Hispanic Village's objectives.

1.3 Definitions

- a) "board" means Canadian Hispanic Village's board of directors.
- b) "clear calendar days' notice" requires counting each calendar day starting the day after the notice is given and including the day of the required deadline.
(Example: meeting date is March 15. Canadian Hispanic Village is required to give 10 clear calendar days' notice. Notice must be given on March 4 or earlier.)
- c) "housing charge" means the monthly charge that is due from the members residing in each housing unit of Canadian Hispanic Village and includes charges unrelated to housing. The amount of this charge is decided by ordinary resolution at a general meeting. It is payable each month as described in the by-laws, occupancy agreement, and policies.
- d) "housing right" means the right of a member to occupy and use a housing unit as described in the by-laws and policies. This right is a shareholder's right and cannot be considered to mean the relationship of landlord and tenant.
- e) "housing unit" means a self-contained unit or a shared housing unit and includes a non-member unit. Assigned parking and yard areas are considered to be part of the housing unit.
- f) "immediate family" includes partner, brother, sister, child, parent, grandparent or grandchild of a member.
- g) "income survey" means a statement of annual household income certified to be true, complete and accurate by a member of Canadian Hispanic Village who is a member of the household.

- h) "investment share" means a share in the capital of Canadian Hispanic Village that is not a membership share.
- i) "member" means a person who has met the conditions of membership as described in these by-laws, and has been accepted as a member by the board and includes "membership shareholder" and "co-member".
- j) "member household" means that all members who live in the same member unit make up one household.
- k) "member in good standing" means
 - not being in arrears for any charges
 - not being in breach of the duties of members as described in the by-laws, policies or other agreements with Canadian Hispanic Village.

This definition can be expanded in the policies.

A member can be deemed to be a member not in good standing only by ordinary resolution of the board.
- l) "member unit" means a self-contained housing unit or shared housing unit other than a non-member unit.
- m) "non-member unit" means a housing unit rented to a non-member or non-members.
- n) "occupancy agreement" means the contract between Canadian Hispanic Village and the member which describes the housing rights and responsibilities of the member and Canadian Hispanic Village.
- o) "official language" means that all official written communications between a member and the co-op will be in English.
- p) "ordinary resolution" means a resolution that is submitted to a general meeting of the co-operative or a meeting of the directors and passed at the meeting by at least 50% +1 of the votes cast. Where 50% does not result in a whole number, the number will be reduced to the nearest whole number before the addition of 1.
- q) "partner" includes spouse, common-law spouse, same-sex partner.
- r) "policy" means a policy that is created as described in the by-laws.
- s) "self-contained housing unit" means a housing unit that contains living, kitchen and washroom facilities that are used exclusively by one household.

- t) "share" means a membership share in the capital of Canadian Hispanic Village. There is no special right in owning a greater number of shares than another member.
- u) "shared housing unit" means a housing unit where the living, kitchen and washroom facilities may be shared by more than one household.
- v) "special resolution" means a resolution that is submitted to a general meeting of the co-operative or a meeting of the directors and passed at the meeting by at least 2/3 of the votes cast.

Canadian Hispanic Village must give each member who has the right to vote at the meeting 10 clear calendar days' written notice of intent to propose the motion as a special resolution at the meeting.

2. Corporate seal

2.1 Design

The board approves the design of the corporate seal.

2.2 Authorized use of seal

The board authorizes the use of the corporate seal by ordinary resolution.

3. Capital structure

3.1 Value of shares

The capital consists of an unlimited number of membership shares with a par value of \$25.00 each.

3.2 No investment shares

Canadian Hispanic Village will not issue investment shares.

3.3 Number of shares

The members decide the number of membership shares to be maintained in a fully paid share account. This decision is made by special resolution at a general meeting.

3.4 Payment of shares

- a) Where possible, all membership shares will be paid in full before the member receives keys to a housing unit or takes occupancy.
- b) In special consideration of financial hardship, at least 50% of the membership shares must be paid in full before the member receives keys to a housing unit or takes occupancy.
- c) The balance can be paid in instalments as described in board policy. This balance must be paid in full within 6 clear calendar months of move-in.
- d) All shares are to be paid at the co-op office.

3.5 Record of shares

Canadian Hispanic Village keeps appropriate books of record in which are entered the names of the individuals owning shares, the number of shares, the date of issue, and the date of any cancellation.

3.6 Charge on shares

Canadian Hispanic Village has a charge on the shares of a member. It also has a charge on any amount owing to the member or their legal representative. The charge is for any member debt due to Canadian Hispanic Village. Canadian Hispanic Village can apply the amount of the charge toward payment of the debt.

4. *Membership*

4.1 Eligibility

Membership is open to all individuals

- who are age 18 or over
- who agree with the aims and purposes of Canadian Hispanic Village
- who can meet the financial obligations
- who meet the requirements of the best usage of space policy
- regardless of their abilities, race, national or ethnic origin, colour, religion, age, sex, family status, sexual orientation, conviction for which pardon has been granted or by reason of children forming part of the family.

4.2 Application process

Individuals must apply for membership as described in the membership application policy.

4.3 Membership approval

- a) The board approves membership.
- b) A person becomes a member of Canadian Hispanic Village after
 - approved by ordinary resolution of the board
 - all required documents have been signed
 - all fees and share requirements have been paid in full.

4.4 Refusal of membership

The board can refuse membership when it decides this is in the best interests of Canadian Hispanic Village. The board will not provide any applicant with the reason for refusal of membership.

4.5 Appeal of membership refusal

Applicants cannot appeal the decision of the board, but they can re-apply as described in the membership application policy.

4.6 Obligations of member

To keep membership in Canadian Hispanic Village, a member must

- a) support Canadian Hispanic Village's objectives
- b) comply with Canadian Hispanic Village's articles, by-laws, occupancy agreement and policies
- c) participate in decision-making in the best interests of Canadian Hispanic Village
- d) ensure that the assigned housing unit is for the use of the member and their immediate family only
- e) get along peaceably with other members of Canadian Hispanic Village and the outer community
- f) meet the financial obligations to Canadian Hispanic Village by
 - making prompt payment of housing charges and other charges as decided by the board or a general meeting
 - maintaining a fully paid share account.
- g) provide a complete income survey to Canadian Hispanic Village when requested by the board.
 - The request must be in writing.
 - The information must be provided promptly. It must be current, complete and accurate.

5. *Disputes*

5.1 Disputes

- a) Any dispute that occurs between members or between members and the board will be handled as described in the complaints policy.
- b) Any dispute that occurs between staff and members or between staff and the board will be handled as described in the personnel policy.
- c) If a dispute is not resolved to the satisfaction of all parties to the dispute, mediation services will be arranged on the direction of the board. These services will be arranged with a competent outside agency which can include
 - SACHA (the Southern Alberta Co-operative Housing Association which is a federation of housing co-operatives)
 - another housing co-operative, or
 - a community agency that has expertise in conflict management procedures.
- d) Failure to comply with an agreement that is made to resolve a dispute can result in termination of membership and occupancy rights as described in section 9 of these by-laws.

6. *Transfer of membership*

6.1 No transfer of membership

Membership in Canadian Hispanic Village cannot be transferred to another person.

7. *Withdrawal of membership*

7.1 Notice

- a) The member can give up their membership and move out of their assigned housing unit.
- b) The member must give written notice to Canadian Hispanic Village's office.
- c) The notice must be written in English and signed by all co-members of the housing unit.

- d) Notice must be 2 clear calendar months before the first day of the month that the member will move out. The notice starts on the last day of the month it is given.

Example 1:

- The member wants to move out on March 7.
- They must give notice by January 31.
- The member must pay full housing charges. This includes the month of March.

Example 2:

- The member wants to move out on February 28.
- They must give notice by December 31.
- The member must pay full housing charges. This includes the month of February.

7.2 Notice by co-members

A request to withdraw from co-membership must be signed by all individuals in the co-membership.

7.3 Membership and occupancy rights cannot be separated

- a) The member cannot give up membership without also moving out of their assigned housing unit.
- b) The member cannot move out of their assigned housing unit without also giving up their membership.

<h1>8. <i>Death of a member</i></h1>

8.1 Co-members

When one co-member dies, the remaining co-member or co-members retain membership and occupancy rights in their assigned housing unit.

8.2 Nomination of member of immediate family

- a) If there is only one member of a housing unit and they die, a person in their immediate family can be considered nominated for membership. If a nominee is residing in the housing unit when the member dies, they have priority over a nominee who is not. A nominee must meet the membership requirements before they can become a member.
- b) The decision to accept a nominee for membership in Canadian Hispanic Village is made by the board by ordinary resolution.
- c) Canadian Hispanic Village will make any payments owed to the estate of the deceased member if no other member lives in the housing unit and there is no eligible nominee. See section 10.1 of these by-laws.

9. Termination of membership

9.1 Termination without appeal

- a) Membership and occupancy rights can be terminated by the board with no appeal to a general meeting if a member
 - fails to pay housing charges or other money due to Canadian Hispanic Village in accordance with the arrears policy
 - vandalizes or destroys property belonging to Canadian Hispanic Village
 - uses the housing unit for activities contrary to law
 - threatens the safety of other members, residents or staff
 - is a physical danger to other members, residents or staff
 - leases the housing unit without written consent of the board
- b) The board must give the member at least 3 clear calendar days' written notice of the board meeting that will consider a resolution to terminate membership and occupancy rights.
- c) This notice must contain
 - the motion to be considered at the meeting,
 - a statement of the grounds for termination, and
 - a statement that there is no right of appeal from the decision.
- d) The member can attend the meeting. They can appear personally or by agent or counsel to present their opinion. The member must notify the board in writing if they will be bringing an agent or counsel to the meeting. This notice must be submitted to the office 2 clear calendar days before the meeting.
- e) The board will vote only after the member and their agent or counsel have left the meeting. The vote will be by ballot.
- f) A board resolution to terminate membership and occupancy rights must be passed by a vote of at least $\frac{3}{4}$ of the directors at the meeting. A majority of directors must be present.
- g) If the board resolution is defeated, the board will advise the member of the decision in writing. This will be delivered to the member's housing unit within 7 clear calendar days of the board's decision.
- h) If the resolution is passed, the board must give the member 14 clear calendar days' written notice of termination of membership and occupancy rights. This notice must be given within 7 clear calendar days of the board's decision.
- i) Once notice of termination has been delivered to the member, it cannot be withdrawn.

9.2 Termination with appeal

- a) In addition to the reasons listed in section 9.1 a), membership and occupancy rights can be terminated by the board for failure to comply with the by-laws, policies or occupancy agreement.
- b) The board must give the member 14 clear calendar days' written notice of the board meeting that will consider a resolution to terminate membership and occupancy rights.
- c) This notice must contain
 - the motion to be considered at the meeting
 - a statement of the grounds for termination
 - a statement that the member has the right to appeal as described in the appeals policy.

A copy of the appeals policy must be attached to the notice.

- d) The member can attend the meeting. They can appear personally or by agent or counsel to present their opinion. The member must notify the board in writing if they will be bringing an agent or counsel to the meeting. This notice must be submitted to the office 7 clear calendar days before the meeting.
- e) The board will vote only after the member and their agent or counsel have left the meeting. The vote will be by ballot.
- f) A board resolution to terminate membership and occupancy rights must be passed by a vote of at least $\frac{3}{4}$ of the directors at the meeting. A majority of directors must be present.
- g) If the board resolution is defeated, the board will advise the member of the decision in writing. This will be delivered to the member's housing unit within 7 clear calendar days of the board's decision.
- h) If the resolution is passed, the board must give the member 30 clear calendar days' written notice of termination of membership and occupancy rights. This notice must be given within 7 clear calendar days of the board's decision.
- i) The board will also advise the member of the member's right to appeal the notice to a general meeting. The member must advise the board if they want to go ahead with an appeal. This request must be in writing and brought to Canadian Hispanic Village's office within 7 clear calendar days of the date of notice.

- j) The appeals policy will apply if the member does appeal. No further action will occur until the procedures described in the appeals policy are completed.
- k) The decision of the general meeting is made by ordinary resolution and by ballot.
- l) This decision is final.
- m) If the general meeting confirms the decision to terminate membership and occupancy rights, the board must give the member at least 30 clear calendar days' written notice of the termination. This notice must be given within 7 clear calendar days of the decision of the general meeting. A copy of the move-out policy will be attached to the notice.
- n) The board cannot withdraw this notice of termination once it has been delivered to the member.

9.3 Vacant possession of the housing unit

- a) The member must give vacant possession of the housing unit by the date stated in the termination notice.
- b) The housing unit will be vacated as described in the move-out policy.

9.4 Compensation and arrears

- a) Canadian Hispanic Village is entitled to compensation for
 - occupation of the housing unit after membership and occupancy rights have been terminated
 - unpaid housing charges or other charges owed by the member to Canadian Hispanic Village
 - damages to the housing unit
 - costs associated with obtaining vacant possession of the housing unit, including legal costs
- b) Canadian Hispanic Village's acceptance of any compensation listed in a) does not operate as a waiver of any right to terminate membership and occupancy rights or to take possession of the housing unit.

9.5 Writ of possession

- a) Unless the housing unit is vacant on the date stated in the notice of termination, Canadian Hispanic Village must obtain a writ of possession in order to regain possession.

- b) Canadian Hispanic Village must apply for the writ of possession as described in the writ of possession policy which is based on section 401 of the Cooperatives Act.

9.6 Removal of name from share register

- a) The board must remove the name of any member from the share register if they move out of their assigned housing unit.
- b) The board can assign the housing unit to a new member if this person was the only registered shareholder for the housing unit.
- c) The board can assign the housing unit to any adult who has lived in the housing unit for at least the 2 years before the date the member moved out. This applies when a relationship has broken down and the remaining resident was the partner of the member. This will also apply in other situations as the board decides.

10. Share re-purchase

10.1 Payment to be made within one year

- a) The board will buy back all shares of the out-going member as long as all residents of the housing unit move out.
- b) Canadian Hispanic Village will buy back shares at a fixed price of the same dollar amount per share as was paid to the co-operative.
- c) Any amount of money that the member owes to Canadian Hispanic Village will be subtracted.
- d) The balance will be paid no later than 1 year after the member moves out. If there are no disputes over re-payment, the co-op will make this payment within 30 clear calendar days after the member moves out.
- e) The payment will be made jointly to all co-members of the housing unit.

11. Meetings

11.1 Annual general meeting

Canadian Hispanic Village must hold its annual general meeting not later than 6 months after the end of the preceding financial year. The board decides the time and place of the meeting.

11.2 Call for submission of proposals

- a) Canadian Hispanic Village must give written notice of the deadline date for submission of proposals for consideration at the next annual meeting.
- b) The board must give each member not less than 60 and not more than 90 clear calendar days' notice before the end of each financial year.
- c) Submissions must be made as described in the submission of proposals policy.

11.3 Record date

- a) The board must set a record date to determine the names of all members who are to receive notice of and are entitled to vote at a meeting of members. The record date must be at least 14 clear calendar days before any notice will be given for a general meeting.
- b) Within 10 clear calendar days after the record date, Canadian Hispanic Village will prepare a list of its members who are to receive notice of a general meeting. This list will include the names of all membership shareholders whether or not they are entitled to vote at a general meeting.
- c) A member can examine any list that relates to a specific meeting. This can be done
 - at the meeting for which the list was prepared, or
 - arrangements can be made with the Co-ordinator for an appointment time that is mutually convenient and will be during Canadian Hispanic Village's regular office hours.
- d) Any member can advise the co-operative in writing that their name is not to be included in any copy of a list that will be provided to other members or their legal representatives. Canadian Hispanic Village must then delete the name and note on the list that it is incomplete.

11.4 Special general meeting called by board

- a) The board can call a special general meeting at any time. The decision to call the meeting will be made by ordinary resolution at a board meeting.
- b) The board must call at least 2 general meetings in addition to the annual general meeting during every financial year.
- c) There will be no more than 6 calendar months between general meetings.

11.5 Requisition for a general meeting

- a) The board must call a special general meeting when requisitioned by any 13 or more member households unless
 - i. the directors have already called a meeting and given notice of it, or
 - ii. the business of the meeting as stated in the requisition would be the same as if it were a proposal.
- b) The requisition
 - i. must be in writing and include the unit numbers and the printed names and also signatures of all requisitioning members
 - ii. must state the business to be handled at the meeting and must be sent to each director and to the registered office of the co-operative
 - iii. may consist of several documents of similar form, each signed by one or more individuals who are entitled to vote at the meeting.
- c) The board does not need to call this meeting if
 - i. the proposal is received after the deadline for submissions
 - ii. the proposal is about a member's personal claim or grievance
 - iii. a member submitted the same proposal during the past 2 years, but did not attend the meeting to present it
 - iv. much the same proposal was defeated at an annual meeting held during the past 2 years
 - v. the member is putting the proposal forward in order to seek publicity, or
 - vi. the proposal deals with a matter that is not within the power of the members to deal with.

11.6 Special general meeting called by members

The board is required to call a special general meeting within 21 clear calendar days after receiving a requisition. If the notice is not given within that time, any membership shareholder from one or more member households that signed the requisition can call the meeting as described in section 11.7.

11.7 Notice of meetings

- a) The board must give each member not less than 10 and not more than 60 clear calendar days' notice of every annual or special general meeting.
- b) If the general meeting is called by member households, each member household must be given at least 10 clear calendar days' notice.
- c) The official notice must
 - be in writing and in English
 - be addressed to all members in the household and include the housing unit number
 - be delivered to each member household
 - state the meeting time, date and place
 - include the meeting agenda.

11.8 Notice to be posted

Notice of every general meeting must be posted at the registered office.

11.9 Background information

- a) The board or member households calling a meeting must give each member background information, either by mail or at the meeting.
- b) Any item that will be voted on must be delivered with the official notice.

11.10 Defects in notice

The membership can hold a meeting and make valid decisions even if the board or member households calling the meeting accidentally give defective notice or any member does not receive notice.

11.11 Reimbursement for requisition expenses

- a) Canadian Hispanic Village must reimburse any member who signed the requisition for reasonable expenses for requisitioning, calling and holding the meeting as described in the requisition expenses policy.
- b) The members of Canadian Hispanic Village can decide otherwise by ordinary resolution at the general meeting that is requisitioned.

11.12 Quorum

- a) The quorum for any general meeting is 20 member households.
- b) If within one hour after the time appointed for the meeting a quorum is not present, the meeting will be dissolved.
- c) If a quorum is present at the opening of the meeting, the business of the meeting can continue even if a quorum is not present later in the meeting.

11.13 Voting

- a) Each member household that has met the registration requirements is entitled to one vote at any general meeting. The member must be in good standing and must have registered as the voting member for the member household.
- b) There can be no proxy voting.

11.14 Casting of votes

- a) Any member in good standing can register to cast the votes at any general meeting.
- b) If there is more than one eligible member from a member household present at a meeting, the member whose name is listed first in the share register must cast the votes.

11.15 Voting method

Voting members at a general meeting make decisions by a show of hands unless

- Canadian Hispanic Village's by-laws or policies state otherwise
- or
- 1 registered voter at the meeting requests a vote by ballot. This request can be made either before or after a vote by show of hands.

11.16 Discretion of meeting

The meeting can give voice but not vote to people other than voting members.

11.17 Meeting facilitator's vote

If the meeting facilitator is a voting member, they can vote on all matters as long as they vote at the same time as the other voting members. The meeting facilitator has no extra vote if there is a tie.

11.18 Tie vote

If a vote is tied, the motion is defeated.

11.19 Abstentions

- a) The meeting facilitator must ask for a show of hands for abstentions on each vote.
- b) Abstentions are not included in the vote count.
- c) Any member can have their abstention noted in the minutes of the meeting.

11.20 Rules of procedure

- a) Canadian Hispanic Village conducts general meetings by rules of procedure adopted at a general meeting.
- b) The meeting facilitator interprets the rules.
- c) Anyone present can appeal a ruling to the meeting.
- d) The decision of the meeting is final.

11.21 Declaration of conflict of interest

- a) Anyone who recognizes that they have a conflict of interest must declare this to the meeting.
- b) Anyone can ask another person to clarify a perceived conflict of interest.
- c) The meeting can decide the matter by ordinary resolution.

12. Board of directors

12.1 Duties of directors

Duties are described in a job description approved by ordinary resolution at a general meeting.

12.2 Number of directors

The board will consist of a minimum of 5 directors and a maximum of 7 directors. The exact number will be decided by ordinary resolution at a general meeting. This decision must be made before any election.

12.3 Term of office

- a) A director normally serves a 2-year term.
- b) The successor's election takes place at a general meeting, usually the annual general meeting.
- c) The retiring director's term ends at the start of the first board meeting after that general meeting.
- d) The board must hold its first post-election meeting within 14 clear calendar days after the election. This is an organizational meeting and retiring directors are expected to attend to advise the new directors.

12.4 Eligibility

- a) Any member in good standing can serve as a director. Only 1 shareholder from any member household can serve at a time.
- b) A person who is party to a contract for profit with Canadian Hispanic Village can be a director only with the approval of a general meeting.
- c) The following people are not eligible to be directors:
 - a person who is not a Canadian citizen or landed immigrant
 - a person who is not bondable
 - a person who has served 2 regular consecutive terms of 2 years each plus any appointed term unless there has been at least a 1-year break before seeking election again
 - a regular employee of Canadian Hispanic Village.

12.5 Nominations

- a) Anyone at a meeting where elections take place can make nominations.
- b) Members in good standing can nominate themselves.
- c) A nominee who is present at the meeting can accept nomination by voice.
- d) Any nominee who cannot attend the meeting can accept nomination by stating this in writing. This written statement must be given to Canadian Hispanic Village's corporate secretary before the start of the meeting.

12.6 Selection of scrutineers

- a) At every election of directors, voting members will appoint 3 scrutineers by ordinary resolution.
- b) A scrutineer cannot be a nominee or reside in the same household as a nominee.
- c) Staff persons can be appointed as scrutineers.
- d) Scrutineers must be selected after nominations are closed and before ballots are marked.
- e) Scrutineers will collect and count the ballots and announce the election results as described in the elections policy.

12.7 Method of voting

Voting is by ballot.

12.8 Number of names on a ballot

- a) Voting members can mark their ballots with a number of names equal to or less than the number of positions available.
- b) If a ballot has more than the maximum allowable number of names marked, the ballot is spoiled.

12.9 Vacancies

- a) The board can appoint qualified members to fill up to 2 vacancies. These appointments are effective until the next general meeting.
- b) If an additional vacancy occurs, the board must call a special general meeting within 30 clear calendar days of the effective date of the vacancy. Through an election at that meeting, the members will fill the remaining terms of all vacant positions, including any that the board temporarily filled by appointment.
- c) The vacancies can instead be filled at the annual general meeting if the special general meeting would be held within 30 clear calendar days before the next annual general meeting.

12.10 Length of remaining term

The person with the most votes is declared elected to the position having the longest term. Those with fewer votes are, in descending order, declared elected to the shorter terms.

12.11 Tie vote

If there is a tie vote, a second ballot will decide who serves the longer term.

12.12 Resignation

- a) A director must submit their resignation in writing to Canadian Hispanic Village's office.
- b) The effective date of the resignation will be the later of
 - the day the letter of resignation is received, and
 - the date specified in the letter of resignation.

12.13 Disqualification of directors

A person is disqualified from being a director

- if they resign in writing
- if they miss 3 regular board meetings within a 12-month period, unless the reasons for absence are acceptable to the other directors and are recorded in the board minutes
- if they are in arrears as described in the arrears policy
- if they are not bondable
- if they cease to be a membership shareholder of Canadian Hispanic Village
- if they cease to reside in their assigned housing unit
- if they are a member not in good standing
- upon the date that they give notice to Canadian Hispanic Village of their intention to vacate their housing unit
- if they are convicted of an indictable offence
- if they
 - are a dependent adult as defined in the *Dependent Adults Act* or are the subject of a certificate of incapacity under that Act
 - are a formal patient as defined in the *Mental Health Act*
 - are the subject of an order under the *Mentally Incapacitated Persons Act* appointing a committee of their person or estate or both
 - have been found to be a person of unsound mind by a court elsewhere than in Alberta
- if they have the status of bankrupt.

12.14 Removal of directors

- a) Any or all directors can be removed by special resolution at a general meeting. At that general meeting, the members must elect replacement directors to hold office for the remaining terms of the removed directors.
- b) If all directors are removed, the new board must meet within 14 clear calendar days of their election.

13. Board meetings

13.1 Scheduling of first meeting

- a) The new board must meet within 14 clear calendar days of the annual general meeting. The retiring directors are expected to attend this meeting to advise the new directors.
- b) The new board must do the following business at the first meeting:
 - elect from among themselves a chair, vice-chair, secretary and treasurer. This is decided by ballot.
 - set regular meeting times and dates for the year.

13.2 Regular meetings

- a) The board must hold at least 10 regular meetings a year.
- b) There can be no more than 2 calendar months between board meetings.
- c) Once the board has passed a resolution setting regular meeting times and dates, the board can hold those meetings without further notice.

13.3 Special meetings

- a) The board can hold a special meeting if all the directors consent.
- b) The chair or any 3 directors can call a special meeting.
- c) The board can hold a meeting without notice if all directors are present.
- d) At the next regular board meeting, the board must ratify any decisions made at a special meeting.

13.4 Quorum

The quorum for all board meetings is a majority of directors.

13.5 Ordinary resolution

Directors make decisions by ordinary resolution unless otherwise required by the by-laws or policies.

13.6 Voting method

- a) Directors usually vote by show of hands.
- b) Voting will be by ballot if requested by 1 director.
- c) The vote must be recorded when 2 or more directors request. Any director can request that their votes be recorded in the minutes.
- d) Directors must elect officers by ballot.
- e) No director can vote by proxy.

13.7 Meeting facilitator's vote

If the meeting facilitator is a director, they can vote on all matters as long as they vote at the same time as the other voting members. The meeting facilitator has no extra vote if there is a tie.

13.8 Tie vote

If a vote is tied, the motion is defeated.

13.9 Abstentions

- a) The meeting facilitator must ask for a show of hands for abstentions on each vote.
- b) Abstentions are not included in the vote count.
- c) Any board member can have their abstention noted in the minutes of the meeting.

13.10 Rules of procedure

The board conducts its meetings by rules of procedure adopted by the board. The meeting facilitator interprets the rules. Any person at the meeting can appeal a ruling to the meeting. The decision of the meeting is final.

13.11 Board decisions outside of regular board meetings

- a) Decisions can be made outside of regular board meetings only when a board decision must be made before a regular board meeting will be held.

- b) Every attempt will be made to contact all directors. No decision can be made unless at least 4 directors are contacted.
- c) A resolution in writing, signed by at least 4 directors without meeting, is as valid as a resolution passed or defeated at a meeting.
- d) Any poll of the board resulting in agreement by at least 4 directors without meeting is as valid as a resolution passed or defeated at a meeting.
- e) Directors can meet by means of a telephone, electronic or other communication facility if it permits all individuals participating in the meeting to communicate adequately with each other during the meeting. Agreement by at least 4 directors is as valid as a resolution passed or defeated at a regular board meeting.
- f) These decisions must be ratified at the next regular board meeting.

13.12 Irregular appointment and validity of decisions

Any decision made at a board meeting or by any means described in section 13.11 is valid, even if it is later discovered that a director was not eligible or qualified to hold office or was appointed in error.

13.13 Defects in notice

The board can hold a meeting and make valid decisions even if there is an accidental defect in the notice or any director does not receive notice.

13.14 Directors doing business with Canadian Hispanic Village

Canadian Hispanic Village cannot disqualify directors from doing business with Canadian Hispanic Village simply because they are directors. The members decide how to handle the matter by ordinary resolution at a general meeting.

13.15 Votes involving directors or household members

A director must not vote on any item that will financially benefit the director or any member of the director's household.

13.16 Declaration of conflict of interest

- a) A director who recognizes that they have a conflict of interest must declare this to the board.
- b) Anyone present can ask a director to clarify a perceived conflict of interest.
- c) The meeting can decide the matter by ordinary resolution.

13.17 Discussion and vote in director's absence

A director who has a conflict of interest on an issue must leave the room before the discussion and the vote on the issue. It must be recorded in the minutes that the director in the conflict position abstained from the vote.

14. Officers

14.1 Titles

- a) The officers of Canadian Hispanic Village are the chair, vice-chair, secretary and treasurer.
- b) The board can appoint other officers. Any appointed officer must be a member in good standing of Canadian Hispanic Village. If an officer is not a board member, they will have voice but no vote at board meetings.

14.2 Duties of officers

Duties are described in a job description approved by ordinary resolution at a board meeting.

14.3 Election

- a) At its first meeting after the annual meeting each year, the board must elect a chair, vice-chair, secretary and treasurer from its members.
- b) Any election of officers will be by ballot.

14.4 Terms of office

The term of office for all officers of the board will be from the time of appointment until the first meeting of the board following the next annual meeting.

14.5 Vacancies

- a) Any vacancy in the position of officer will be filled by the board.
- b) If the position of chair becomes vacant, the board can elect the vice-chair or any other director to fill the vacancy for the remaining term. This term will end at the start of the first board meeting after the annual general meeting.

14.6 Removal of officers

The board can remove any officer for any reason. This decision is made by ordinary resolution at a board meeting. The officer is entitled to written notice of the meeting and the opportunity to be heard at the meeting. This notice must be given at least 10 clear calendar days before the meeting.

15. *Payment of directors and officers***15.1 No salaries**

Directors and officers serve without payment.

15.2 Expenses

The board can approve payment of directors' and officers' expenses.

16. *Liability of directors and officers***16.1 Requirements for no liability**

- a) Canadian Hispanic Village will carry directors' liability insurance.
- b) If a court decides that any director or officer is personally responsible for any legal costs, Canadian Hispanic Village will provide compensation as described in the directors' liability insurance policy.
- c) Compensation will be provided only if the director or officer has
 - performed their duties in the best interests of Canadian Hispanic Village
 - obeyed the Cooperatives Act and all other laws.
- d) This also applies to the heirs, and personal and legal representatives of the director or officer.

17. Committees and task forces

17.1 Executive Committee

There will be no executive committee. Board decisions can be made only by the board as a whole.

17.2 Committees or task forces established by general meeting or board meeting

- a) A committee or task force is established by ordinary resolution at a general meeting or a board meeting.
- b) The board will work with the group to define the duties. Duties are described in job descriptions approved by the board.

17.3 Accountability

All committees and task forces are accountable to the members through the board.

17.4 Board approval of commitments

- a) Committees and task forces must obtain board approval before spending money, authorizing expenses, entering into contracts or committing Canadian Hispanic Village to any action.
- b) The board makes these decisions by ordinary resolution.

17.5 Policy recommendations

Committees and task forces can recommend policies but cannot approve or amend policies.

18. Records

18.1 Records kept at office

Canadian Hispanic Village must keep at its office all original records including those required by the Cooperatives Act.

18.2 Payment for copies

- a) Any member or their legal representative may request copies of records as described in the Cooperatives Act and these by-laws.
- b) Authorized copies will be made by the Co-ordinator as soon as conveniently possible.
- c) The charge for the copies is decided by ordinary resolution at a board meeting.

18.3 Inspection of books

- a) Canadian Hispanic Village must make financial reports and business records available for members' inspection at Canadian Hispanic Village's office.
- b) Information will be made available to members as described in the Cooperatives Act.
- c) Business records will be made available to members except that no personal information including financial information regarding other members or staff can be disclosed without prior written consent of the specific members or staff.
- d) Arrangements will be made with the Co-ordinator.
- e) The appointment will be made for a time that is mutually convenient and will be during Canadian Hispanic Village's regular office hours.

18.4 Member's consent to inspection

- a) Canadian Hispanic Village will make a member's financial and member records available to that member at Canadian Hispanic Village's office.
 - Arrangements will be made with a board member who will consult with the Co-ordinator.
 - The appointment will be made for a time that is mutually convenient and will be during Canadian Hispanic Village's regular office hours.
 - The file will be reviewed in the presence of a board member.
- b) Canadian Hispanic Village will make any member's financial and member records available to the board at a board meeting. This information will only be brought forward when it is needed by the board in order to conduct board business.
- c) The auditor for Canadian Hispanic Village can access all records.
- d) Canadian Hispanic Village will not allow anyone else access to member records unless the member gives written permission.

19. Financial management

19.1 Financial year

Canadian Hispanic Village's financial year begins April 1 and ends March 31.

19.2 Books and accounts

Canadian Hispanic Village keeps books and accounts under the treasurer's direction, and uses a uniform system of accounts that reflects appropriate co-operative housing practices.

19.3 Auditing and annual financial statement

- a) At the end of each financial year, Canadian Hispanic Village must have its books and records audited by a chartered accountant.
- b) This auditor is appointed at a general meeting, usually the annual general meeting.
- c) Canadian Hispanic Village must provide members with an annual financial statement based on the auditor's report. This statement must include at least:
 - a balance sheet
 - a statement of retained earnings
 - an income statement
 - a statement of changes in financial position.It must be included in the annual meeting package as noted in section 11.7.
- d) The audited financial statement is presented verbally at the annual general meeting.

20. Housing charge

20.1 Consultation with committees and staff

The board must consult with all committees and staff to estimate the total amount required to meet Canadian Hispanic Village's annual expenses.

20.2 Board proposes budget for consideration by members

- a) The board estimates the amount of the housing charge required to meet the expenses and submits a proposed budget for consideration at a general meeting.
- b) The board can present options for consideration at the general meeting.

20.3 Members set housing charge

The members approve a budget and decide the amount of the housing charge by ordinary resolution.

20.4 Board required to give written notice

The board must give the member 60 clear calendar days' written notice of any change in the housing charge.

20.5 Board changes to budget allocations

The board can make changes to the member-approved budget allocations only as described in the spending policy.

21. Reserves, surplus and deficit
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21.1 Reserve funds

The board must provide for adequate reserve funds for depreciation, bad debts and future expenses as good co-operative business practices dictate.

21.2 Report on surplus or deficit and members' resolution

The board must provide a written report to the members regarding any surplus or deficit that occurs in a financial year. Members decide how to handle the matter by ordinary resolution at a general meeting.

21.3 Promotion of objectives with surplus

Canadian Hispanic Village can use any surplus to promote its objectives.

22. Banking

22.1 Preference to Co-operative institutions

All of Canadian Hispanic Village's funds and securities are deposited in a credit union or other financial institution as decided by the board. Wherever possible, preference is given to co-operative institutions.

23. Borrowing

23.1 Borrowing power under special resolution

Canadian Hispanic Village can, by special resolution at a general meeting

- borrow money on its credit
- issue, sell or pledge its securities
- use its property as security for a loan.

23.2 Obligations to Canada Mortgage and Housing Corporation

Canadian Hispanic Village complies with contractual obligations to Canada Mortgage and Housing Corporation.

23.3 No impairment of further borrowing powers

The above does not replace or impair any further powers Canadian Hispanic Village has to borrow money.

24. Signing officers

24.1 Signing officers

- a) The signing officers are the chair, vice-chair, secretary and treasurer.
- b) Cheques will be signed by any 2 of the signing officers. Whenever feasible, the treasurer will be one of the people to sign cheques.

25. Bonding

25.1 Bonding of directors and employees

The board selects a security company to bond any director or employee who handles Canadian Hispanic Village's money or securities.

26. Amendment of by-laws**26.1 Special resolution**

Canadian Hispanic Village can amend these by-laws by special resolution at a general meeting.

26.2 Approval and filing

- a) By-laws can be made, amended or repealed only by special resolution at a general meeting of Canadian Hispanic Village.
- b) A by-law or an amendment to a by-law becomes effective on the day on which the by-law or amendment is made.
- c) Canadian Hispanic Village must file a by-law or an amendment to a by-law with the Director of Cooperatives within 60 days of the date the by-law or amendment comes into force.

27. Policies**27.1 Major policies**

- a) These policies can be passed, amended or rescinded only by special resolution at a general meeting.
- b) They relate to such topics as arrears, maintenance, pets, parking, and to any other topics that the members decide by ordinary resolution at a general meeting.

27.2 Minor policies

- a) These policies can be passed, amended or rescinded only by ordinary resolution at a board meeting.
- b) They relate to the day-to-day administration of Canadian Hispanic Village and include such topics as staffing, committee job descriptions, marketing.

28. Priority**28.1 Documents cannot conflict with each other**

Canadian Hispanic Village's documents cannot conflict with each other. If there is a conflict, the order of priority will be

- Articles of Incorporation
- By-laws
- Occupancy Agreement
- Major Policies
- Minor Policies

All of these will be binding on the members, board and committees.

29. Relationship

29.1 Provision of housing

- a) Canadian Hispanic Village provides members with housing in accordance with the member documents as listed in section 28.1.
- b) The non-member resident policy describes rules for the occupancy of non-member units and for the occupancy of member units by non-members.
- c) The leasing policy describes Canadian Hispanic Village's requirements regarding leasing of a housing unit occupied by a member.

29.2 Member's right to quiet use and enjoyment

The member has the right

- to quiet use and enjoyment of their assigned housing unit
- to use community property and facilities as described in Canadian Hispanic Village's by-laws and policies.

29.3 Participation

The member has the right and obligation to participate in the operations, management and decision-making process of Canadian Hispanic Village.

29.4 Relationship is governed by terms of member documents

The rights the member has to housing are created by the member's status as a membership shareholder. The relationship between Canadian Hispanic Village and the member is governed by the terms of these by-laws, the occupancy agreement and the policies.

29.5 Relationship is not one of landlord and tenant

- a) It is the intention of Canadian Hispanic Village and its members that their relationship is not one of landlord and tenant.
- b) The occupancy agreement is not a lease.
- c) No part of the Residential Tenancies Act or any successor legislation is intended to apply to the relationship of Canadian Hispanic Village and its members.

30. Dissolution of Canadian Hispanic Village

30.1 Decision to dissolve the co-operative

A decision to dissolve the co-operative can be made only by special resolution at a general meeting.

30.2 Distribution of assets

Canadian Hispanic Village’s assets will first be used to pay its debts. Canadian Hispanic Village will buy back all shares of the members. The share payment will be at a fixed price of the same dollar amount per share as was paid to the co-operative. No other money will be paid and no assets will be distributed to Canadian Hispanic Village’s members.

- The distribution of any balance will be decided by the members by ordinary resolution at the meeting where the decision to dissolve the co-operative is made.
- The balance will be transferred to one or more non-profit housing co-operatives, non-profit organizations or charitable organizations.
- Any organization that receives assets from Canadian Hispanic Village must have objectives that are similar to Canadian Hispanic Village’s objectives. It must also agree that it will not pay any of that income to its members.

The following are the incorporating directors:

Norberto Aburto
#82 Las Americas Villas NE
Calgary, AB T1Y 6Y6

Edgar Reyes
#106 Las Americas Villas NE
Calgary, AB T1Y 6Y6

Ana Corixa
#39 Las Americas Villas NE
Calgary, AB T1Y 6Y6

Alfredo Salguero
#102 Las Americas Villas NE
Calgary, AB T1Y 6Y6

Max Navarro
#85 Las Americas Villas NE
Calgary, AB T1Y 6Y6

Signed in the presence of:

Signature of Witness

These by-laws were approved on **February 12, 2005** at a special general meeting of the members of Canadian Hispanic Village Housing Co-operative Ltd.

[Original documents of incorporation were approved at a general meeting of Canadian Hispanic Village Housing Co-operative Ltd. on July 20, 1991.

The documents were approved by the Registrar of Companies on November 18, 1991.]