

General Operating By-law

BUILD OTTAWA / BÂTIR OTTAWA

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General Operating By-law

BUILD OTTAWA / BÂTIR OTTAWA (the “Corporation”)

A By-law relating to the transaction of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1 INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) “**Advisor**” means an advisor appointed by the Board in accordance with subsection 7.02;
- (c) “**Appointed Officers**” means the Officers of the Corporation who are appointed by the Board in accordance with section 8.02;
- (d) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (e) “**Board**” means the board of directors of the Corporation;
- (f) “**By-law**” means this by-law of the Corporation and all other by-laws of the Corporation;
- (g) “**City**” and “**City Council**” means the corporation of the City of Ottawa or its elected officials;
- (h) “**City Council Director**” means a member of City Council elected or appointed to the Board in accordance with the this By-law;
- (i) “**City Manager**” means the senior executive manager of the City, reporting directly to the Mayor and City Council;
- (j) “**Director**” means any individual elected or appointed to the Board;

- (k) “**Director, Housing Solutions and Investment Services**” means the individual holding the office of director of the City’s Housing Solutions and Investment Services branch of the Strategic Initiatives Department, or as the director of such successor office as may be created by the City from time to time;
- (l) “*ex officio*” means “**by virtue of office**” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (m) “*Ex Officio Officer*” means any of the *Ex Officio* Officers described in Article 8;
- (n) “**General Manager and CFO**” means the individual holding the office of General Manager and Chief Financial Officer of the City;
- (o) “**Member**” means the sole member of the Corporation described in Article 3;
- (p) “*Municipal Act, 2001*” means the *Municipal Act, 2001*, S.O. 2001, c.25 as from time to time amended;
- (q) “*Municipal Services Corporations Regulation*” means Ontario Regulation 599/06 “Municipal Services Corporations” as amended, under the *Municipal Act, 2001*;
- (r) “**Non-Council Director**” means a person elected or appointed to the Board and who is not a City Councillor;
- (s) “**Officer**” means any of the individuals appointed pursuant to Article 8 of this By-law as an Officer. For certainty, this includes both Appointed Officers and *Ex Officio* Officers;
- (t) “**ordinary resolution**” means a resolution that is submitted to a Member’s meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Member’s meeting or the Member’s attorney;
- (u) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (v) “**Policies**” means a rule or a policy adopted by the Board in accordance with section 5.10 of this By-law;
- (w) “**special resolution**” means a resolution that is submitted to a special Member’s meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Member’s meeting or the Member’s attorney; and

- (x) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.02 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2 ORGANIZATION AND FINANCIAL

2.01 Registered Office

The Corporation shall at all times have a registered office in the city of Ottawa in the Province of Ontario in accordance with the Act. The Corporation may change the location of the registered office within a municipality or geographic township by resolution of the Directors. The Corporation may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

2.02 Financial Year

Unless otherwise determined by the Board, the Corporation’s fiscal year end shall be the last day of December in each year.

2.03 Applicable Law

- (a) As a municipal services corporation, the Corporation is subject to legislative requirements beyond those imposed on standard business and not-for-profit corporations.
- (b) The Corporation is subject to several statutes and regulations, including but not limited to the Act, the *Municipal Act, 2001* and the *Municipal Services Corporations Regulation*.
- (c) The By-laws and activities of the Corporation shall conform with all applicable law.

2.04 Dissolution

Upon the dissolution of the Corporation and after payment of all debts and liabilities, the Corporation's remaining property shall be distributed or disposed of to the City of Ottawa.

2.05 Execution of Documents

- (a) Subject to subsection 2.05(b) of this By-law, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's signature (each a "**Document**"), shall be signed by any two (2) Directors or Officers, and all Documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing Officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or By-law of the Corporation to be a true copy.

2.06 Auditor and Financial Review

The Corporation shall be subject to the requirements relating to the appointment of an auditor or person to conduct a review engagement and level of financial review required by the Act.

ARTICLE 3 MEMBERSHIP IN THE CORPORATION

3.01 Classes and Conditions of Membership

In accordance with the Articles, there shall be one (1) class of Membership in the Corporation. The sole Member of the Corporation shall be the City of Ottawa. The Member shall be entitled to receive notice of, attend and vote at all Member's meetings and the Member shall be entitled to one (1) vote at such meetings.

3.02 Transferability

A membership may only be transferred to the Corporation.

3.03 Membership Fees

No fees shall be payable by the Member.

3.04 Termination of Membership

The rights of the Member shall lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member is dissolved;
- (b) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation; or
- (c) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

ARTICLE 4 MEMBER'S MEETINGS

4.01 Place of Meetings

Member's meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

4.02 Annual Meetings

The Board shall call an annual meeting of the Member within six (6) months of the financial year end and not later than fifteen (15) months after the last annual meeting.

4.03 Special Meetings

The Board may call, at any time, a special meeting of the Member.

4.04 Special Business

In accordance with the Act, all business transacted at a special meeting of the Member and all business transacted at an annual meeting of the Member is special business except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

4.05 Notice of Meetings

(a) Notice of the time and place of a Member's meeting shall be given in accordance with section 11.01 of this By-law:

- (i) to each Director,
- (ii) to each Member entitled to receive notice, and
- (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation,

not less than ten (10) days and not more than fifty (50) days prior to the meeting.

(b) Notice of a Member's meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Member by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) Notice of a Member's meeting at which special business is to be transacted must:

- (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
- (ii) state the text of any special resolution to be submitted to the meeting.

(d) Not less than twenty-one (21) days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to the Member if the Member has informed the Corporation that it wishes to receive a copy of those documents.

4.06 Persons Entitled to be Present

The persons entitled to attend a Member's meeting shall include:

- (a) the Member, the Directors, the Officers, Committee members, City of Ottawa staff and Councillors, the auditor and such other persons who are entitled or required under any provision of the Act, Articles or By-laws to be present at the meeting;
- (b) the general public, unless the subject matter being considered at such meeting falls within the exceptions to public meetings described in the *Municipal Act, 2001*

(Ontario), in which case the Member shall have the discretion to determine that the Member's meeting or part thereof shall be closed to the general public; and

- (c) any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Member.

4.07 Chair of the Meeting

The chair of a Member's meetings shall be an individual designated by the Member.

4.08 Quorum

A quorum for the transaction of business at a Member's meeting shall be the Member or the individual so authorized to represent the Member thereat, including persons present by telephonic or electronic means.

4.09 Meetings Held by Electronic Means

A meeting of the Member may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that those means must enable all persons entitled to attend the meeting to reasonably participate. A person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Member may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

4.10 Member Voting

At all Member's meetings:

- (a) the Member shall have the right to exercise one (1) vote on each matter;
- (b) every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law; and
- (c) an abstention shall not be considered a vote cast.

4.11 Absentee Voting by Telephonic or Electronic Means

The Member may vote by telephonic or electronic means in accordance with the Act.

4.12 Written Resolution in Lieu of Meeting

A resolution signed by the Member is valid as if it had been passed at a Member's meeting, except as otherwise provided in the Act. The Corporation shall keep a copy of every written Member's resolution with the Member's meeting minutes.

4.13 Recording of Decisions

- (a) Where the Member makes any decision intended to bind the Corporation which may be made by resolution at an annual or special meeting of the Member, the Member shall (unless that decision is made by way of a written resolution in accordance with section 4.12) provide the Corporation with a written record of that decision.
- (b) A written record of any decision taken by the Member in accordance with section 4.13(a) is as valid as if it had been passed at a Member's meeting.
- (c) The Corporation shall keep a copy of every written Member's decision provided in accordance with paragraph 4.13(a) with the Member's meeting minutes.

ARTICLE 5 DIRECTORS

5.01 Duties and Responsibilities

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors and Board Composition

- (a) In accordance with the Articles, the Board shall consist of a minimum of five (5) and a maximum of nine (9) City Council Directors and Non-Council Directors, who shall be elected by the Member in accordance with section 5.04 of this By-law or appointed in accordance with section 5.05 of this By-law.
- (b) The number of Directors and the number of Directors to be elected at the annual Member's meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.
- (c) In any financial year that the Corporation is a public benefit corporation as defined in the Act, no more than one-third (1/3) of the Board may at any time be comprised of employees of the Corporation or its affiliates.

5.03 Director Qualifications

In accordance with the Act, an individual is disqualified from being a Director if they:

- (a) are under eighteen (18) years old;

- (b) are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt;

A Board decision as to whether or not an individual is qualified to be a Director is final.

5.04 Election of Directors and Term

- (a) At each annual meeting of the Member at which an election of Directors is required, the Member shall, by ordinary resolution, elect Directors to hold office for the following terms:
 - (i) The term of office of a City Council Director on the Board shall be the same as their term on City Council, but shall continue until their successor is elected. City Council Directors shall, if qualified, be eligible for re-election without limitation.
 - (ii) The term of office of a Non-Council Director shall be from the date of the meeting at which they are elected until the fourth annual meeting next following (generally 4 consecutive years) or until their successor is appointed.
- (b) It is not necessary that all Directors elected at a meeting be elected to hold office for the same term.

5.05 Appointments and Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall only be appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Member has failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Member's meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Member's meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Member's meeting.

5.06 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

5.07 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) is removed by the Member in accordance with subsection 5.07(c) of this By-law; or
 - (iv) becomes disqualified under section 5.03 of this By-law.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (c) The Member may, by ordinary resolution at a special Member's meeting, remove from office any Director or Directors, except any *Ex Officio* Directors, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

5.08 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

5.09 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

5.10 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, Officers and Member, provided however that any such Policy shall be consistent with the provisions of the Act and the By-laws.

ARTICLE 6 BOARD MEETINGS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice Chair, or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meetings

- (a) Notice of meetings, other than meetings described in sections 6.04 and 6.05 of this By-law, shall be given to all Directors at least 48 hours prior to the meeting. A meeting may be called on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting.
- (b) Notice of a Board meeting is not necessary if all Directors are present and none object to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.
- (c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 7.01 of this By-law, in which case the notice must specify that matter.
- (d) Notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.04 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Member's meeting.

6.05 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given

because the meeting is intended to deal with a matter referred to in section 7.01 of this By-law, in which case the notice must specify that matter.

6.06 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

6.07 Participation at Meeting by Telephonic or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present in person at the meeting.

6.08 Quorum

Two-fifths of the Directors shall constitute quorum for the transaction of business.

6.09 Votes to Govern

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes. In case of an equality of votes, the meeting chair shall not have a second vote.

6.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

6.11 Dissent of Director at Meeting

A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the Director's dissent is entered in the meeting minutes;
- (b) the Director requests that their dissent be entered in the meeting minutes;
- (c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or

- (d) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

6.12 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director has:

- (i) caused their written dissent to be placed with the meeting minutes; or
- (ii) submitted their written dissent to the Corporation.

6.13 Persons Entitled to be Present

The only persons entitled to be present at a Board meeting shall be the Directors, the *Ex Officio* Officers, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Board.

6.14 Meeting Adjournment

- (a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
- (b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.15 Written Resolutions in Lieu of Meeting

A resolution, signed by all the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

ARTICLE 7 COMMITTEES

7.01 Delegation – Executive Committee

The Board may appoint from their number a managing Director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those which may not be delegated by the Board in accordance with subsection 36(2) of the Act as follows:

- (a) to submit to the Member any question or matter requiring the Member's approval;
- (b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal By-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Member.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

7.02 Other Committees

The Board may from time to time appoint such committees as it deems appropriate and, subject to the Act, delegate such powers as the Board shall see fit.

7.03 Remuneration of Committee Members

The Board may fix any remuneration for committee members who are not also Directors.

7.04 Audit Committee

If the Board adopts an audit committee, the following provisions shall apply:

- (a) the audit committee shall be comprised of one or more Directors and a majority of the audit committee members must not be Officers or employees of the Corporation or of any of its affiliates;
- (b) the audit committee shall review the Corporation's financial statements before they are approved by the Directors; and

- (c) the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any audit committee meeting.

ARTICLE 8 OFFICERS

8.01 Ex Officio Officers

- (a) The Corporation's *Ex Officio* Officers shall include:
 - (i) the City Manager, who shall serve, *ex officio*, as President and Chief Executive Officer of the Corporation;
 - (ii) the Director, Housing Solutions and Investment Services, who shall serve, *ex officio*, as Secretary and Chief Operating Officer of the Corporation; and
 - (iii) the General Manager and CFO, who shall serve, *ex officio*, as Treasurer and Chief Financial Officer of the Corporation.
- (b) Subject to the Articles and the By-laws, the Board may specify the duties of *Ex Officio* Officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 7.01 of this By-law.
- (c) The Corporation's *Ex Officio* Officers may not be Directors.

8.02 Appointed Officers

- (a) The Corporation's Appointed Officers shall include a Chair of the Board, who shall be a Director.
- (b) Subject to the Articles and the By-laws, the Board may appoint one or more Vice Chairs, and any such other Appointed Officers as the Board may by resolution determine.
- (c) Subject to the Articles and the By-laws, the Board may specify the duties of Appointed Officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 7.01 of this By-law.
- (d) Other than the Chair of the Board who must be a Director, the Corporation's Appointed Officers may but need not be Directors. A person may hold more than one office.

8.03 Description of Office

- (a) **Chair of the Board** – The Chair of the Board shall be appointed by the Board from among the Directors. The Chair of the Board shall, when present, preside at all

meetings of the Board and of the Member. The Chair of the Board shall perform such other duties as may be prescribed by the By-laws or the Board.

- (b) **Vice Chair** – If appointed, the Vice Chair shall, in the Chair of the Board’s absence or disability, perform the Chair of the Board’s duties and exercise the Chair of the Board’s powers and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.
- (c) **President and Chief Executive Officer** – The President shall be the Chief Executive Officer of the Corporation and shall have the general and active management of the affairs of the Corporation. The President and Chief Executive Officer shall see that all orders and resolutions of the Board are carried into effect.
- (d) **Secretary and Chief Operating Officer.** – The Secretary, if appointed, shall give or cause to be given notices for all meetings of the Board and Meetings of the Member when directed to do so. The Secretary and Chief Operating Officer shall also have charge of the Corporations’ corporate seal (if any) and minute books, and of all other documents and registers that are legally required to be kept by the Corporation.
- (e) **Treasurer and Chief Financial Officer** – Subject to the provisions of any resolution of the Board, The Treasurer and Chief Financial Officer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer and Chief Financial Officer shall keep or cause to be kept the requisite books of account and accounting records.
- (f) **Other Officers** – The powers and duties of all other Officers shall be such as the Board may from time to time determine. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

8.04 Terms of Office

- (a) Unless otherwise provided in this By-law, Appointed Officers shall be appointed by the Board at the first meeting of the Board immediately following the annual meeting of the Member and shall hold their position for a period of one (1) year or until their successors are appointed.
- (b) Appointed Officers shall be subject to removal by Board resolution at any time.

ARTICLE 9 CONFLICT OF INTEREST

9.01 *Municipal Conflict of Interest Act*

The Directors and Officers are bound by the conflict of interest rules set out in the Act, this By-law, and the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50 and any regulations thereunder.

9.02 **Declaration of Conflict**

(a) Any Director or Officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.

(b) The disclosure required to be made, pursuant to subsection 9.02(a) of this By-law, by a Director shall be made:

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
- (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.

(c) The disclosure required to be made, pursuant to subsection 9.02(a) of this By-law, by an Officer who is not a Director shall be made:

- (i) forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- (ii) if the Officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or

- (iii) if a person who is interested in a contract or transaction later becomes an Officer, forthwith after they become an Officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 9.02(a) of this By-law is one that, in the ordinary course of the Corporation's business, would not require Directors' or Member's approval, then the Director or Officer shall disclose to the Corporation or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in subsection 9.02(a) of this By-law shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 9.02(e) of this By-law, the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the Act, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Member.
- (h) A contract or transaction for which disclosure is required under subsection 9.02(a) of this By-law is not void or voidable, and the Director or Officer is not accountable to the Corporation or the Member for any profit or gain realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

9.03 General and Continuing Disclosure of Interest

For the purposes of section 9.01 of this By-law, a general notice to the Directors by a Director or Officer declaring that the Director or Officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract or

transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

9.04 Conflict of Interest Policy

The provisions of this Article 9 are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Standard of care

Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10.02 Liability of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- (a) complied with the Act, the Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

10.03 Indemnification of Directors and Others

- (a) Every Director or Officer or former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative,

investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (b) The Corporation may advance money to an individual referred to in subsection 10.03(a) of this By-law for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 10.03(c) of this By-law.
- (c) The Corporation shall not indemnify an individual under subsection 10.03(a) of this By-law unless:
 - (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.04 Insurance

Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Article 10.03 of this By-law, against any liability incurred by that individual in the individual's capacity as a Director or an Officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 11 NOTICES

11.01 Method of Giving Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:
 - (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
 - (ii) to each Member, Officer, or committee member at their latest address as shown in the Corporation's records; or
 - (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000*.

- (b) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, committee member or auditor in accordance with any information believed by them to be reliable.

11.02 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

11.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer, committee member or the auditor of the Corporation 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 thereon.

11.04 Waiver of Notice

Any Member, Director, Officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the Corporation's By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitute waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 12 AMENDMENTS TO ARTICLES AND BY-LAWS

12.01 Amendment of Articles

Pursuant to the Act, a special resolution of the Member is required to make any amendment to the Articles of the Corporation with respect to the matters listed in section 103(1) of the Act.

12.02 Amendment of By-law

Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Member at the next meeting of the Member, and the Member entitled to vote may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors or such other date set out in the resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Member or if it is rejected by the Member. If confirmed or confirmed as amended by the Member, it remains effective in the form in which it was confirmed. If rejected by the Member, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Member.

ARTICLE 13 EFFECTIVE DATE AND REPEAL

13.01 Effective Date

This By-law is effective upon approval by the Board, provided it shall be submitted to the Member for confirmation at the next meeting of the Member following such Board approval.

13.02 Repeal of Previous By-law

All previous By-laws of the Corporation related to the subject matter of this By-law are repealed as of the date specified in section 13.01 of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Member with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

[Signature page follows]

CERTIFIED this [] day of [], 2024 to be the General Operating By-law of the Corporation effective as of the date specified in section 13.01 of this By-law, as enacted by the Board by resolution dated [], 2024 and confirmed by the Member by resolution dated [], 2024.

Name:
Title: [Chair of the Board]

Name:
Title: [Secretary & Chief
Operating Officer]