

OCHC BY-LAW 12 WITH TRACK CHANGES

Ottawa Community Housing Corporation

BY-LAW ~~132~~-2025

PREAMBLE

This By-Law relates generally to the conduct of the business and affairs of the Ottawa Community Housing Corporation (herein called the "Corporation" or "OCHC"), a corporation incorporated pursuant to Ontario's *Business Corporations Act* that is wholly owned by the City of Ottawa and which is also subject to the *Housing Services Act* and the City of Ottawa's Shareholder Direction. This By-Law No. ~~132~~-2025 repeals and replaces By-Law No. ~~12~~¹.

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1. INTERPRETATION

1.01 In this By-Law, unless the context otherwise requires:

- a) "Act" means the *Business Corporations Act* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefore, as amended from time to time
- b) "Articles" means the articles of incorporation of the Corporation as amended or restated from time to time
- c) "Board" means the Board of Directors of the Corporation
- d) "Board Committee" means a committee established by resolution of the Board that includes at least one (1) Director and may include Community Committee Members and Tenant Committee Members, as further described in Section 6. (Committees of the Board)
- e) "By-Law" means this By-Law
- f) "Community Director" means an individual resident ~~in the City of Ottawa~~within reasonable commuting distance of OCHC's offices who does not reside in housing owned by OCHC, is not an employee of OCHC and is not a member of Council. selected and nominated by the Board for appointment to the Board of Directors by the Shareholder.
- g) "Corporation" or "OCHC" means the Corporation as defined in the Preamble above
- h) "Council" means the elected council of the Shareholder as defined in the *City of Ottawa Act* and any statute or regulations that may be substituted therefore, as amended from time to time
- i) "Councillor" means a member of Council that is appointed to the Board
- j) "Director" means a director of the Corporation
- k) "Notice" means written or electronic notice
- l) "Office" means where an individual serves as a Board Director or Committee Member except when referring to the registered office of the Corporation
- m) "Person" has the meaning assigned in the Act and for greater certainty includes an individual, a corporation, the Crown, a municipality, an agency, a board, a commission, or any other entity
- n) "Shareholder" means the City of Ottawa
- o) "Shareholder Direction" means the City of Ottawa's declaration made pursuant to subsection 108(3) of the Act

- p) "Tenant Director" means a current OCHC Tenant, selected and nominated by the Board for appointment to the Board of Directors by the Shareholder.
- 1.02 In this By-Law where the context requires, words importing the singular include the plural and vice versa, and words importing gender include any gender and gender identification.
- 1.03 Save as aforesaid, all the words and terms appearing in this By-Law shall have the same definitions and application as in the Act.
- 1.04 In the event of a conflict between either the Act, the Articles or the Shareholder Direction and this By-Law, the provisions of the Act, the Articles or Shareholder Direction, as applicable, shall prevail. In the event of a conflict between the provisions of this By-Law and any other By-Law of the Corporation, except a By-Law amending or repealing all or any part of this By-Law, the provisions of this By-Law shall prevail.

2. REGISTERED OFFICE AND SEAL

- 2.01 Registered Office – The registered office of the Corporation shall be in the City of Ottawa.
- 2.02 Corporate Seal – The Corporation may have a corporate seal, which shall be adopted and may be changed by resolution of the Board.

3. DIRECTORS

- 3.01 Powers – Subject to the Act, the Articles and Shareholder Direction, the Board shall manage or supervise the management of the business and affairs of OCHC.
- 3.02 Number of Directors – The Board shall consist of no fewer than three (3) and no more than fourteen (14) Directors, as determined by the Shareholder. In addition, the Shareholder may designate one or more individuals as *ex-officio* Directors.
- 3.03 Categories of Directors – Notwithstanding section 3.02, the Shareholder shall appoint Directors comprised of the number and categories as follows:
- a) one (1) who shall be the Mayor of the City of Ottawa (an *ex-officio* Director);
 - b) a maximum of two (2) who shall be OCHC Tenants;
 - c) a minimum of four (4) shall be Councillors, other than the Mayor; and
 - d) a minimum of five (5) shall be Community members.
- 3.04 Term of Office – The term of office for each category of Directors shall be as follows:
- a) the Mayor shall serve a term co-incident with their elected term as Mayor of the City of Ottawa;
 - b) the Tenant Directors shall be appointed for a term of up to 3 years from the date of their appointment;
 - c) Councillors shall serve a term coincident with the ~~ir term of council elected term to Council~~ in which they were appointed to the Board, and until the date that the

Shareholder appoints new councillors to the Board following a municipal election, through an interim review, or as otherwise determined by the Shareholder;

d) Community Directors shall be appointed for a term of up to 3 years from the date of their appointment; and.

e) Community and Tenant Directors shall not serve consecutive terms equalling more than ~~ten~~six (106) consecutive years. Notwithstanding this, a former Community ~~or Tenant Director~~ who has served ~~ten~~six (106) consecutive years may be reappointed to the Board three hundred and sixty-six (366) days after they last served as a Director.

Notwithstanding the foregoing, a Director shall remain in office until a successor is appointed unless the Director's office is vacated pursuant to the provisions of section 3.07 (Succession of Directors).

3.05 Reappointment – Subject to Section 3.04 (Term of Office), a Director may be reappointed at the expiration of their term of office.

3.06 Tenant and Community Director Qualifications –It is desirable that Tenant and Community Directors possess a range of competencies that may be drawn upon by the Board in conducting its affairs. The Board shall establish the desired profile of competencies, if any, needed by the Board, and seek to identify candidates for appointment who possess these competencies when selecting Tenant or Community Directors. No individual Tenant or Community Director is required to possess all such skills, and no slate of Tenant or Community Directors collectively is required to possess all these competencies.

3.07 Succession of Directors - The Shareholder may by resolution passed at an annual or special meeting, replace any Director or Directors. A Director may resign from office upon giving a written notice of resignation to the Corporate Secretary and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. The Shareholder may remove a Director or Directors then in office before the expiration of the Director or Directors respective terms and may appoint any person to take the Director's place for the remainder of the former Director's term, provided that such person shall be a member of the category specified in Section 3.03 (Categories of Directors) to which the person's predecessor belonged.

3.08 Vacating of Office – The office of a Director shall be vacated upon any of the following occurrences:

- a) the Director dies;
- b) the Director resigns or is replaced as provided for in Section 3.07 (Succession of Directors); or
- c) the Director ceases to qualify for the category of Director for which that Director was appointed.

- 3.09 Vacancies – In the event of a vacancy in the Board, any replacement Director appointed by the Board shall belong to the category of the Director so replaced. A replacement Director shall hold office, subject to the Shareholder's approval, for the balance of the term of the Director whose office was vacated.
- 3.10 Disqualification of Directors and Committee Members – The following persons are disqualified from being a Director:
- a) a person who is less than eighteen (18) years of age;
 - b) a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act*, 1990 to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere;
 - c) a person who is not an individual;
 - d) a person who has the status of bankrupt;
 - e) a person who does not have a satisfactory criminal record check.
- 3.11 Election of Chair and Vice-Chair – The Chair and Vice-Chair shall be elected by the Directors, from Directors then in office on the Board, in separate elections by secret ballot for a term coincident with their term as Board Director. If only one candidate is nominated for a position, the candidate will be acclaimed. If more than one candidate is nominated for a position, the successful candidate will be determined by secret ballot. The Chair shall be confirmed by the Shareholder. If the Shareholder rejects the Chair, the office shall be vacated. If the Chair or Vice-Chair resigns, the Director ceases to qualify for the category of Directors from which they were appointed, or the office becomes vacant during such term, the Directors shall appoint a replacement Chair or Vice-Chair to hold office until the expiration of the original term of the Chair or Vice-Chair, subject to confirmation of the Shareholder.
- 3.12 Role of Chair – The Chair is an officer of the Corporation, responsible for ensuring the effective operation of the Board and for carrying out functions as may be prescribed by the Act, delegated by the Shareholder, the By-Law or by the Board. The Chair:
- a) in conjunction with the Chief Executive Officer, ensures that the relationship among the Board, management and the Shareholder furthers the best interests of the Corporation;
 - b) together with the Chief Executive Officer, ensures effective relations with other stakeholders and the public; and
 - c) performs any other duties as required to ensure the effectiveness of the Board and Committees.

- 3.13 Role of Vice-Chair – The Vice-Chair is an officer of the Corporation and responsible for fulfilling the duties and functions of the Chair in the event of absence, incapacity, or vacancy of the chair.

4. MEETINGS OF DIRECTORS

- 4.01 Meetings by Telephonic and/or Electronic Means – A meeting of the Board 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 that permit
~~aWhere all the Directors present at or participating in the meeting have consented, any Director may participate in a meeting of the Board by means of conference telephone, electronic or other communications facilities that permit all persons~~ attendingparticipating
in the meeting to communicate with each other,other simultaneously and instantaneously, and a personDirector participating in such a meeting by such means is deemed to be present at the meeting.
- 4.02 Calling of Meetings – Meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chair, or any two Directors determine. Notice of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding any part of a Sunday and of a holiday as defined by the *Interpretation Act* (Ontario)) before the time when the meeting is to be held. However, a meeting may be held without notice if all the Directors are present and agree and if those absent have waived notice of, or otherwise signified their consent to the holding of such meeting.
- 4.03 Regular Meeting – The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director immediately after being passed, and no other notice shall be required for any such regular meetings except where the Act requires the purpose or the business to be transacted to be specified.
- 4.04 Quorum – The quorum for each Board meeting shall be a majority (fifty percent (50%) plus one (1)) of the Directors then in office. For clarity, ex officio Directors only count in quorum when they attend the meeting.
- 4.05 Chair – The chair of any meeting of the Board shall be:
- a) the Chair, or
 - b) if the Chair is not available, then the Vice-Chair, or if neither is available, then another Director who is present at the meeting and selected by the Directors who are present.
- 4.06 Votes to Govern – At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority (fifty percent (50%) plus one (1)) of votes cast on the question.

4.07 Casting Vote – In the case of an equality of votes on any resolution, the resolution shall be deemed lost. The Chair shall not have a second or casting vote.

4.08 Resolution in Lieu of Meeting – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors.

4.09 Conflict of Interest - Disclosure of Interest in Contracts

In addition to and not in substitution for any conflict of interest policies from time to time enacted or promulgated by the Corporation:

- a) every Director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or 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 in writing to the Corporation or request to have entered in the minutes of the meeting of Directors the nature and extent of the interest at the time and in the manner required by the Act; and
- b) any such contract or proposed contract shall be referred to the Board or Shareholder for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the Shareholder, and a Director interested in a contract so referred to the Board shall not participate in debate nor vote on any resolution to approve the contract except as provided by the Act.

5. RULES OF CONDUCT AND DEBATE FOR BOARD MEETINGS

5.01 Rules of Conduct for Board Meetings – The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with this By-Law and any special rules the Board may adopt.

5.02 Board Meetings to be Open – All Board meetings shall be open to the public. All or part of a Board meeting may be closed to the public if the subject matter being considered is:

- a) the security of the property of OCHC;
- b) personal matters about an identifiable individual, including employees;
- c) a proposed or pending acquisition or disposition of land by OCHC;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals;
~~and,~~

- f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to OCHC, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- h) a trade secret or scientific, technical, commercial or financial information that belongs to OCHC and has monetary value or potential monetary value; or
- ~~g)~~i) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of OCHC.

5.03 Board Meetings to be Closed – A meeting or part of a meeting shall be closed to the public if the subject matter being considered is:

- a) ~~a~~ request under the *Municipal Freedom of Information and Protection of Privacy Act*, when OCHC is the head for the purpose of that Act; or
- b) an ongoing investigation respecting OCHC by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) ~~of this Act~~, or the investigator referred to in subsection 239.2 (1) of the Municipal Act.

5.04 Board Education or Training – A Board meeting may be closed to the public if:

- a) The meeting is held for the purpose of educating or training the members; and,
- b) At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision making of Board.

6. COMMITTEES OF THE BOARD

6.01 Board Committees – The Board may create Board Committee(s), both standing committees and ad hoc committees, as may be required as determined by the Board.

6.02 Committee Members – The Board may appoint members of the Board, OCHC tenants and individuals from the community at large to Board Committees. Members appointed from the community at large shall be called “Community Committee Members” and members who are OCHC tenants shall be called “Tenant Committee Members”.

6.03 Term of Committee Members – Committee members are first appointed for a term of up to one (1) year from the date of appointment. A committee member may be re-appointed for additional terms of two (2) or three (3) years, as determined by the Board.

6.04 Delegation of Authority to Board Committees – The Board may delegate to Board Committee(s) any of the powers of the Board, subject to the limitations imposed by the Act for the purposes of ensuring, among other things, the effective governance and

financial oversight of the Corporation. The Chair of each Board Committee shall be appointed by the Board and must be a Director. The quorum for each Board Committee meeting shall be a majority (fifty percent (50%) plus one (1)) of the committee members then in office.

- 6.05 Meetings by Telephonic and/or Electronic Means – ~~Where all the committee members present at or participating in the meeting have consented, any committee member may participate in~~ A meeting of the Board Committee 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 ~~or by means of conference telephone, electronic or other communications facilities~~ that permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a ~~committee member~~ person participating in such a meeting by such means is deemed to be present at the meeting.
- 6.06 Resolution in Lieu of Meeting – A resolution in writing, signed by all the committee members entitled to vote on that resolution at a meeting of the Board Committee, is as valid as if it had been passed at a meeting of the Board Committee. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board Committee.

7. REMUNERATION OF DIRECTORS

- 7.01 Remuneration – Directors shall hold office without direct or indirect remuneration for that office from the Corporation, except they may receive:
- a) remuneration from the Shareholder;
 - b) reimbursement for reasonable expenses incurred in the performance of duties as Directors; and,
 - c) in the case of tenant Directors, honouraria at the discretion of the Board.

8. OFFICERS AND PERSONNEL

- 8.01 Appointment – The Board shall appoint a Chief Executive Officer, a Secretary and a Treasurer, and such other officers as the Board may determine. The Board may specify the duties of and in accordance with this By-Law, delegate to such officers' powers to manage the business and affairs of the Corporation.
- 8.02 Terms and Remuneration – The terms of employment and remuneration of all officers elected or appointed by the Board shall be determined by resolution of the Board. The Board shall also have the power to authorize the reimbursement of any officer of the Corporation for reasonable expenses incurred in the performance of duties.
- 8.03 Chief Executive Officer – Subject to the authority of the Board, the Chief Executive Officer shall:
- a) supervise the affairs and business of the Corporation;

- b) appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Board and settle the terms of their employment, including remuneration, within policies approved by the Board; and
- c) carry out such other duties as the Board may prescribe.

8.04 Secretary – The Board shall from time to time appoint a Secretary. The Secretary shall:

- a) attend meetings of the Directors, the Shareholder and Board Committees and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings;
- b) give, or cause to be given, when instructed, notices required to be given to the Shareholder, Directors, auditor and members of committees;
- c) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and
- d) perform such other duties as may from time to time be prescribed by the Board.

8.05 Treasurer – The Board shall from time to time appoint a Treasurer. The Treasurer shall:

- a) keep, or cause to be kept, proper accounting records as required by the Act;
- b) deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account;
- c) under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation;
- d) render or cause to be rendered to the Board, whenever required, an account of all their transactions as Treasurer and of the financial position of the Corporation; and
- e) perform such other duties as may from time to time be prescribed by the Board.

8.06 Other Officers – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

8.07 Engaging of Employees – The Board may engage, or arrange for the services of employees, agents and other personnel as may be required to perform such duties and exercise such powers as may be assigned to them by the Board.

8.08 Remuneration of Officers and Employees – The Board shall have the power to fix the remuneration payable to the Corporation's officers and employees.

- 8.09 Conflict of Interest – An officer shall disclose any interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 4.09 herein.

9. STANDARD OF CARE AND LIABILITY OF DIRECTORS AND OFFICERS

- 9.01 Standard of Care – Every Director and officer of the Corporation, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.02 Limitation of Liability – Subject to paragraph 10.01 and the Act, and to the extent permitted by law, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities, or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgement or oversight on the Director or officer's part in the operation, management or administration of the housing projects under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of Director or officer's office or in relation thereto, unless the same are occasioned by the Director or officer's own dishonesty, willful neglect or willful default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

10. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 10.01 Indemnification – The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by any of the foregoing in respect of any civil, criminal or administrative action (including investigative action) or proceeding in which the individual is involved by reason of being or having been associated with the Corporation or body corporate, if
- a) the individual has acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity

for which the individual has acted as a Director or officer or in a similar capacity at the Corporation's request; and

- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

10.02 Insurance – The Corporation may purchase insurance for the benefit of its Directors and officers.

10.03 Advance of Costs – The Corporation may advance money to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.01 but the individual shall repay the money if the individual does not fulfil the conditions set out in section 10.01 (a) or (b).

11. MEETINGS OF THE SHAREHOLDER

11.01 Annual Meetings – The annual meeting of the Shareholder shall be held at such time and on such day in each year as the Board or the Chair may from time to time determine for the purposes of receiving the reports and statements required by the Act to be laid before the annual meeting, appointing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

11.02 Special Meetings – The Board or the Chair may at any time call a special meeting of the Shareholder for the transaction of any business, which may properly be brought before such meeting of the Shareholder.

11.03 Place of Meeting – Meetings of the Shareholder shall be held at such place in the City of Ottawa as determined by the Board or the Chair.

11.04 Notice of Meetings – Notice of the time and place of each meeting of the Shareholder shall be sent not less than ten (10) days and not more than fifty (50) days before the date of the meeting to the auditor of the Corporation, to each Director, and to each member of Council. Notice of a special meeting of the Shareholder shall state:

- a) the nature of the business to be transacted at the meeting in sufficient detail to permit the Shareholder to form a reasoned judgment on the business; and
- b) the text of any special resolution or By-Law to be submitted to the meeting.

The Shareholder and any other person entitled to attend a meeting of the Shareholder may in any manner and at any time waive notice of or otherwise consent to a meeting of the Shareholder.

11.05 Persons Entitled to be Present – The only persons entitled to attend a meeting of the Shareholder shall be the Shareholder represented by Council, the Directors and the auditor of the Corporation and others who although not entitled to vote are entitled or

required under any provision of the Act or By-Laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the invitation of the Shareholder.

- 11.06 Adjournment – The Shareholder may adjourn any Shareholder's meeting from time to time and from place to place.
- 11.07 Resolution in Lieu of Meeting – Except where a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditor in accordance with the Act:
- a) a resolution in writing signed by the Shareholder is as valid as if it had been passed at a meeting of the Shareholder; and
 - b) a resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of the Shareholder, and signed by the Shareholder, satisfies all the requirements of the Act relating to that meeting of the Shareholder.
- 11.08 Chair – The chair of any meeting of the Shareholder shall be:
- a) the Chair, or
 - b) if the Chair is not available, then the Vice-Chair, or if neither is available, then a member of Council agreed upon by resolution of the Council.
- 11.09 Rules of Procedure – The rules of procedure for the conduct of meetings of the Shareholder shall be the same as the rules of procedure for the conduct of meetings of Council, or such other rules of procedure that the Shareholder may adopt.

12. SHARES AND TRANSFERS

- 12.01 Share Issuance – No shares in the capital of the Corporation in addition to those deemed issued under By-Law No. 1 shall be issued to any person other than the Shareholder.
- 12.02 Restriction on Securities – Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- 12.03 Share Certificates – Every holder of one or more shares of the Corporation is entitled, at their option, to a share certificate, or to a non-transferable written acknowledgment of their right to obtain a share certificate, stating the number and class or a series of shares held by them as shown in the records of the Corporation. Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed in accordance with Section 13.01 (Execution of Documents) herein and need not be under the corporate seal.
- 12.04 Replacement of Share Certificates – The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate, which has been defaced, lost, stolen or destroyed.

13. EXECUTION OF DOCUMENTS

- 13.01 Signing Officers – Deeds, transfers, assignments, contracts, and obligations of the Corporation may be signed by the Chief Executive Officer or any other person designated by the Board. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.
- 13.02 Seal – Any person authorized to sign any document may affix the corporate seal.

14. NOTICES

- 14.01 Giving Notice – The giving (including the sending, delivering or serving) of any notice (including any communication or other document) pursuant to the Act, the Articles or By-Laws shall be sufficiently given if delivered personally, ~~by facsimile,~~ by e-mail, or by prepaid regular mail.
- 14.02 Deemed Notice – A notice is deemed to have been given:
- a) at the time delivered in the case of personal delivery;
 - b) if delivered ~~by facsimile or~~ by email, at the time of such facsimile or email if sent on or prior to 3 p.m. on the date sent; and otherwise; on the next day which is not a Saturday, Sunday or a statutory holiday in the Province of Ontario; or
 - c) five (5) days after the mailing if sent by prepaid regular mail, in the absence of a postal disruption.
- 14.03 Omissions and Errors – The accidental omission to give any notice, or the non-receipt of any notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.
- 14.04 Waiver of Notice – Any person entitled to a notice may at any time in writing waive same or abridge the time for its delivery, and any such waiver, whether given before or after the conduct of the business to which the notice relates shall cure any default in the giving or timeliness of such notice.

15. BANKING AND FISCAL

- 15.01 Banking – The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers, subject to paragraph 13.01 (Signing Officers), as the Board may from time to time authorize.

15.02 Signing of Cheques – All cheques and other negotiable instruments for the payment of money shall be signed or authorized in such manner and by such officers or persons as the Board may from time to time designate.

15.03 Financial Year – The financial year of the Corporation shall terminate on the 31st day of December in each year.

16. REPEAL

16.01 Upon this By-Law coming into force, By-Law No. 1~~2~~⁴ is repealed, provided that such repeal shall not affect its previous operation, or the validity of any act done, or any right, privilege, obligation, or liability acquired or incurred pursuant to such By-Law prior to its repeal. The validity of resolutions of the Shareholder or Board with continuing effect passed under any such repealed By-Law shall continue, except to the extent inconsistent with this By-Law.

17. AMENDMENT

17.01 The Directors may amend or repeal this By-Law and shall submit the By-Law, amendment, or repeal to the Shareholder at the next meeting of the Shareholder. The Shareholder may confirm, reject, or amend the By-Law amendment or repeal.

18. EFFECTIVE DATE

18.01 This By-Law shall come into force on the date that it is passed by resolution of the Board of Directors until it is confirmed, confirmed as amended, or rejected by the Shareholder under section 17.01.

ENACTED by the Corporation's Board of Directors ~~May 13, 2021~~ [March 6, 2025](#)

CONFIRMED by the Shareholder on ~~June 9, 2021~~

OTTAWA COMMUNITY HOUSING CORPORATION

Chair

Corporate Secretary