

By-Law No. 1

**CANADIAN HOUSING AND RENEWAL ASSOCIATION
ASSOCIATION CANADIENNE D'HABITATION ET DE
RÉNOVATION URBAINE**

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
CANADIAN HOUSING AND RENEWAL ASSOCIATION ASSOCIATION CANADIENNE D'HABITATION ET DE RÉNOVATION URBAINE

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- (c) **“Board”** means the board of directors of the Association;
- (d) **“By-laws”** means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (e) **“Association”** means CANADIAN HOUSING AND RENEWAL ASSOCIATION ASSOCIATION CANADIENNE D'HABITATION ET DE RÉNOVATION URBAINE;
- (f) **“Meeting of Members”** includes an annual meeting of members or a Special Meeting of Members;
- (g) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (m) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;
- (o) **“Special Meeting of Members”** includes a meeting of any class or classes of Members and/or a special meeting of all members entitled to vote at an annual meeting of members; and
- (p) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of the by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. English and French are the official languages of the Association.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE 2 – GENERAL

2.1 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Executive Director shall be the custodian of the corporate seal.

2.2 Financial Year End

The financial year end of the Association shall be December 31st in each year, unless changed by the board.

2.3 Annual Financial Statements

The Association shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 and 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Association may give notice to the Members that such documents are available at the registered office of the Association and any Member may request a copy free of charge at the registered office or by prepaid mail.

ARTICLE 3 – MEMBERS

3.1 Classes of Membership

Subject to the Articles, there shall be one class of members in the Association. Membership in the Association shall be available to individuals and organizations interested in furthering the Association's purposes and described as follows:

- (a) Individuals who are committed to the mission and mandate of the Association; and,
- (b) Organizations involved in housing matters and/or those committed to the mission and mandate of the Association. Each organization shall supply the Association with the name of one delegate who shall be its voting representative.

Members are those who have applied for and been accepted into membership in the Association in a manner as determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

3.2 Membership Fees

The membership fees are determined by the board. The board may establish fee categories based on member means, size and other characteristics.

3.3 Termination of Membership

A membership in the Association is terminated when:

- (a) the member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- (b) the member resigns by delivering a written resignation to the Executive Director in which case such resignation shall be effective on the date specified in the resignation;
- (c) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws; or
- (d) the membership fees are not paid.

3.4 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.5 Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

If the board determines that a member should be suspended or expelled, the member may make a written submission or attend the meeting of the Board in his or her own defence. The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 4 – MEMBERS' MEETINGS

4.1 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.2 Annual Meetings

The annual meeting of the members of the Association shall be held in Canada at such date, time and place in each year, and not more than fifteen months after the last preceding annual meeting but not later than six months after the end of the Association's preceding financial year, as the board may from time to time determine. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, ratifying the results of the election of directors, appointing the public accountant, and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.3 Special Meetings

The board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the members.

4.4 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the board shall call a Special Meeting of Members in accordance with the Act, on written requisition of at least five percent of the members. If the board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

4.5 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present

at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.6 Chair of Members' Meetings

In the event that the President and the President Elect/Past President are absent, the board shall choose one of the directors to chair the meeting.

4.7 Quorum at Members' Meetings

A quorum at any Meeting of Members shall be eight percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member must be present in person.

4.8 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Association call a Meeting of Members, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.9 Absentee Voting at Members' Meetings

Except as set out in section 6.3, absentee voting is not permitted at CHRA annual and special meetings of members.

4.10 Votes to Govern at Members' Meetings

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In the event of a tie on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall cast the deciding vote.

ARTICLE 5 – NOMINATIONS AND ELECTION PROCEDURE

5.1 Qualifications and Conditions for Nomination to the Board

- (a) Any individual considered for election to the board must have been a member for at least one fiscal year prior to election and have paid all membership fees and any other dues owing to the Association;
- (b) No member of the Governance Committee may be a candidate for election to the board;
- (c) Members may only nominate Regional Representatives from their own Region of residence;
- (d) The Indigenous Communities Representative may only be nominated by members who self-identify as Aboriginal communities members;
- (e) The directors-at-large may be nominated by any member.

5.2 Nominating Procedure

- (a) At least 90 days prior to the date of the annual meeting, the Executive Director shall send a nomination form by electronic means to each member, identifying the number of directors to be elected at the annual meeting, and the category of the vacancy (Regional Representative, Indigenous Communities Representative and/or a director-at-large);
- (b) Nomination forms must be returned to the registered office of the Association not later than 50 days prior to the date of the annual meeting. Each nomination form will identify the individual(s) being nominated and will include the names and signatures of two members.

(c) Should there be insufficient nominees to ensure the filling of all upcoming vacancies the Governance Committee has the authority to nominate qualified individuals.

5.3 Election by Secret Ballot – Procedure

(a) Not later than 35 days prior to the date of the annual meeting, the Executive Director shall send, by ordinary mail or electronic means, to every member, a ballot with the names of all candidates, specifying the position for which they are running. The format will allow for members to submit their votes by secret ballot.

(b) The Executive Director, a CHRA senior staff and a member not running for election will act as scrutineers.

(c) Directors shall be ranked by the number of votes received. In the event of a tie vote the winner shall be decided by the toss of a coin.

(d) The members shall then elect the directors at the annual meeting by confirming the results of the ballot voting.

ARTICLE 6 – DIRECTORS

6.1 Duties and Responsibilities

The affairs of the Association shall be governed by a board of directors, which shall supervise, control and direct all its activities. Directors shall act at all times in the best interest of the Association rather than particular interests or constituencies. The board of directors may delegate to the Executive Director, any committee or officer any or all powers, duties and authority of the board of directors, which may lawfully be delegated.

6.2 Number and Term of Office

(a) Number and Representation. The board shall consist of 14 directors as set out in the Articles, and shall be elected as follows:

(i) one director shall be elected from and by members in each of the following ten regions: Alberta; British Columbia; Manitoba; New Brunswick; Newfoundland and Labrador; Nova Scotia and Prince Edward Island together; Ontario; Québec; Saskatchewan; and the three territories comprised of Yukon, Northwest Territories, and Nunavut; (collectively, these are the “Regional Representatives”). Regional directors must work or reside in the region they represent.

(ii) one director shall be elected from and by members of Indigenous communities (the “Indigenous Communities Representative”), and

(iii) three directors shall be elected by all members as directors-at-large, without regard to province of residence (the “Directors-at-large”).

(b) Election. Subject to the Articles, directors shall be elected by the Members at each annual meeting at which an election of directors is required, according to the procedure set out in Article 6 below.

(c) Term. The directors shall be elected by the members of the Association for a term expiring not later than the third annual meeting following election. All directors are eligible to be re-elected to the board for two consecutive terms, provided each director continues to meet the qualifications set out in section 6.1. Once a director has served two consecutive terms, he/she is not eligible to sit on the board for at least one year from the date his/her term ended.

6.3 Vacancy

The office of director shall be vacated:

- (a) if the director shall resign the office by delivering a written resignation to the Executive Director of the Association;
- (b) if the director becomes ineligible to serve as a board member in accordance with section 126 of the Act;
- (c) by ordinary resolution of the members in accordance with section 130 of the Act;
- (d) if the director ceases to be a member of the Association for a period of more than 30 days; or
- (e) on death of the director.

6.4 Removal of Director

Subject to the Act, a director may be removed before the expiration of the director's term by ordinary resolution at a Special Meeting of Members. At that Special Meeting a qualified individual may be elected to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by resolution of the board. A director may only be removed and replaced by ordinary resolution of those members who have the right under these by-laws to elect that director.

6.5 Board Vacancies

Any vacancy on the board of directors may be filled at the discretion of the board of directors by appointment or by special by-election, and the person so appointed will hold office for the remainder of the unexpired term. The initial time in which an appointee holds office as a result of a vacancy shall be excluded from the six year term limit.

ARTICLE 7 – MEETINGS OF DIRECTORS

7.1 Calling of Meetings of the Board

Meetings of the board may be called by the Executive Director on instructions from the President alone or on instructions from any five directors at any time.

The board of directors shall meet at such times and either electronically or in such places as the President may designate. Written notice of meetings shall be supplied at least seven days in advance and notice may be supplied by telephonic, an electronic or other communication facility.

7.2 Quorum

At any meeting of the board of directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

7.3 Voting Rights and Procedures

Only directors in attendance at any meeting of the board of directors may vote. Proxies are not accepted at meetings of the board of directors. In the case of an equality of votes, the Chair shall cast the deciding vote.

7.4 Resolutions in Writing

A resolution in writing, supported by all of the directors entitled to vote on that resolution at a meeting of the board, shall be as valid as if it had been passed at a meeting of the board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

7.5 Disclosure of Interest

Every director shall disclose to the Association the nature and extent of any interest that the director has in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in the Act.

7.6 Confidentiality

Every director, committee member, employee and volunteer shall respect the confidentiality of matters brought before the board or before any committee of the board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

7.7 Remuneration

Directors shall not be remunerated for their duties as board members. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

7.8 Indemnification and Insurance

(a) The Association shall indemnify its present and former directors to the full extent permitted by the Act.

(b) The Association will purchase and maintain insurance for the benefit of any present or past director or any other person acting on CHRA's behalf against any liability incurred by such person

(i) in his/her capacity as a director or agent of the Association, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of CHRA, or

(ii) in his/her capacity as a director or officer of another body corporate where he acts or acted in that capacity at CHRA's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

ARTICLE 8 – OFFICERS

8.1 Number of Officers

The officers of CHRA shall be the President, President Elect/Past President (in alternating years), Vice-President, Treasurer, and Secretary.

8.2 Election of Officers

The board shall elect officers at a board meeting in conjunction with the annual general meeting. The Vice-President, Secretary and Treasurer shall be elected by the Board from their own numbers at the first meeting of the Board in conjunction with the Annual Meeting, and shall hold office for one (1) year and until their successors are elected or appointed. The President Elect shall be elected by the Board from their own numbers every other year and shall hold office until the completion of a four-year cycle with one year as President Elect, two years as President and one year as Past President. For the

duration of this four-year cycle, the officers are not required to seek re-election to the Board.

8.3 Duties of Officers

The duties of officers shall be those specified by the board of directors and amended by the board as required:

- a) The President will call and chair the meetings of the board of directors;
- b) In the event of the President's absence, disability, or refusal to act, the President Elect/Past President will assume the duties of the President. The President Elect/Past President will also perform those duties, as may be required by law, or as assigned by the board of directors.

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or President requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. These duties are delineated in a CHRA policy and procedures manual.

8.4 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. If the office of any officer of the Association shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

8.5 Executive Director

The Executive Director shall be head of staff and shall be responsible for the general and active management of the activities of the Association. The Executive Director shall perform such other duties as may be prescribed by the board under whose supervision he/she shall be. The Executive Director shall be an ex-officio member of all committees of the Association.

ARTICLE 9 – COMMITTEES

9.1 Standing Committees

There will be three standing committees of the board: an Executive Committee, a Finance Committee and a Governance Committee. The terms of reference for these committees are delineated in a CHRA policy and procedures manual.

9.2 Committees of the Board

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may make from time to time. Any committee member may be removed by resolution of the board of directors.

ARTICLE 10 – GENERAL MATTERS

10.1 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.2 Invalidity of any Provisions of this By-law

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 11 – AMENDMENTS

11.1 Amendment to Articles

The Articles may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

11.2 Amendment of By-laws

By-law amendments are not effective until confirmed by the Members. Subject to the Act and the Articles, the board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the Ordinary or Special Resolution of the Members (as required by the Act) approving such By-law amendment or repeal.

ENACTED by the board as of the 27th day of February 2017

Stephan Corriveau, President

Robert Byers, Secretary

CONFIRMED by the members as of the 3rd day of May, 2017

Robert Byers, Secretary