

Constitution (By-Laws) of HOUSE Toronto

As incorporated under the Canada Not-for-profit Corporations Act (NFP Act)

Revised: May 2024

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Article 1.0: Name and Objectives

Article 1.1 Name

The name of initiative herein constituted shall be the "HOUSE Toronto".

Article 1.2 Purpose, Objectives and Definitions

The purpose of the HOUSE Toronto shall be to facilitate, research and lobby for the creation of affordable housing using the intentional community model on or near the UTSG Campus.

We define intentional community as:

1. Developed by the community on a non-profit basis;
2. Is designed to facilitate community (e.g. community spaces and events for residents and the broader neighbourhood, meal sharing, shared activities, community involvement and action, etc.);
3. Is designed to maximise well-being, healthy living and physical activity;
4. Is designed to be sustainable and facilitate sustainable lifestyles;
5. Is affordable (within our social and geographic context).

The intentional community model is a tool to facilitate community connections and human-centric design, and it encourages us to rethink what liveable and quality housing should be.

Article 1.3 Relationship to HOUSE

HOUSE was established in 2019 after a conference was organised by HOUSE York and the Greater Toronto Area's inter-university StudentDwellTO research project. The conference brought together student housing advocates and experts from across North America.

HOUSE is modelled on UTILE (Unité de travail pour l'implantation de logement étudiant), a Quebec student housing advocacy and development organization. UTILE was part of a number of innovative student initiatives that arose out of Concordia University after progressive activists became elected to the student union executive. UTILE secured a student levy to develop new student affordable housing. UTILE has since gone on to secure the support of the municipal and provincial governments, financial institutions and other student unions and post-secondary institutions in their mission.

HOUSE exists as vessels to allow for the financing (borrowing, leveraging and fund development), development, construction and establishment of affordable rental housing. Upon completion, a property may be organised under various structures with HOUSE acting as the mortgage holder in order to secure better financing, and to allow the equity that accrues in the properties to facilitate the development of more affordable housing in the future. By having the property owned by a social-mission driven central organisation we can develop more affordable housing through reduced administrative costs, reduced lending, increased access to borrowing, greater ability to leverage and retain in-house development expertise. This model also provides stability and allows post-secondary institutions, student unions and campus labour unions to have confidence in our model.

HOUSE is a member-based organisation made up of student organisations seeking to further the development of affordable housing and incidental facilities. HOUSE Toronto is a member of HOUSE and uses HOUSE to facilitate the development and management of affordable housing at/near the University of Toronto St. George Campus.

There are many challenges that face affordable housing development in Canada. There are very few affordable housing developers left since funding cuts occurred in the 1990s — those that are left are

quickly approaching retirement. Existing housing non-profits in Canada have become inward-looking, with staff focused on what is best for them, and residents focused only on keeping rents low. HOUSE, as an organisation, allows for the retention of student housing activists and real estate capital within a social venture framework. This formula has already proven successful with UTILE in being able to develop affordable housing much quicker than disperse, independent development efforts would allow. **It is imperative in a world, we fight to secure, retain and grow social capital – retained for the purposes of providing affordable, non-profit housing in perpetuity.**

Given the challenges of affordable housing development, we firmly believe in this model.

Article 2.0: Interpretation

Article 2.1: Supremacy of the By-Laws

2.11 The By-Laws of HOUSE Toronto is the mandating document of HOUSE Toronto and that which is within the jurisdiction of .

2.12 The authority of the By-Laws extends to HOUSE Toronto and every person or organisation derives its authority and existence from the By-Laws to the discretion of HOUSE Toronto. In addition this includes any person who is directly or indirectly responsible to the organisation.

Article 2.2: Non-Conflict Laws

Article 2.2 This applies only to the extent that it does not conflict with the valid and applicable laws and regulations of the Government of Ontario and the Government of Canada, including the Canada Not-for-profit Corporations Act (NFP Act), which the HOUSE Toronto is subject to.

Article 2.3: Interpretation

HOUSE Toronto shall be the sole authority for the interpretation of the By-Laws and all subsidiary regulations related to HOUSE Toronto. HOUSE Toronto shall, however, make all determinations of construction and interpretation with due regard to the following, whichever are directly applicable in given circumstances:

- Interpretations, if any, set out in the most current edition of Robert's Rules of Order (Newly Revised);
- Accepted rules of grammatical and lexical construction in Canadian English;
- Any recorded notations regarding the original meaning and intent of any by-laws, objectives or policies by those who drafted and adopted the by-laws or policies.
- The Board, by consensus, shall interpret the by-laws. Should consensus fail, the Chair or Co-Chairs shall interpret the By-Laws.

Article 3.0: Membership

Article 3.1 Memberships

- i. The membership of HOUSE Toronto shall be limited to anyone or more of the following:
 - a. Students enrolled at the University of Toronto during the current academic year;
 - b. Alumni of the University of Toronto;
 - c. Staff and employees of the University of Toronto;
 - d. Members of the established organisation(s) that HOUSE Toronto is affiliated with.
 - e. Community members who have demonstrated a sincere and committed interest in the project.

ii. Membership in HOUSE Toronto shall require the completion of a membership application package that includes a membership form that includes stating ones constituency and potential conflicts of interest, and the completion anti-oppression training and sexual assault prevention (aka active by-stander) training or providing proof that these trainings were completed elsewhere (e.g. with the University of Toronto, YFS, an employer, a charitable organization, etc.).

iii. All membership applications shall be processed within four weeks of receiving confirmation by the Secretary of the Board. In the event of an Annual General Meeting or General Members Meeting (GMM), all outstanding membership applications received up to 48 hours prior must be processed before said meeting. The Secretary of the Board will verify the membership information is correct and record the information on our Google Shared Drive or equivalent. Should the Secretary of the Board suspect any discrepancies and not receive clarification from the applicant, the membership application will go to the Board of Directors for approval, rejection or further clarification. Should the applicant wish to appeal, they can refer to our conflict resolution and ombuds policy.

iv. Affiliated organisations are student unions, labour unions, registered non-profit organisations and/or student-levy groups that have a genuine interest in the project and are able to contribute staff time and/or financial resources towards the project. All affiliated organisations must be approved by a vote of the membership at an Annual General Meeting (AGM) or General Members Meeting (GMM). Affiliated organisations are listed in the appendix. Affiliated organisations shall appoint two (2) constituent members and/or staff persons to serve as non-voting members. These representatives have the right to attend all members' meetings, board meetings, and all committee meetings that are not otherwise restricted or in-camera for the purposes of confidentiality.

Article 3.2 Voting Membership

3.20 Voting membership is restricted to the University of Toronto students who have either contributed through a levy-fee as part of their constituency in current school year (May 1st to April 30th), or paid the equivalent of one-year (three terms) of levy fees of their constituency as a membership fee in the current school year, and have completed the all other requirements of membership as laid out in *Article 3.1 ii* and have received confirmation of their membership.

3.21 Should a campus labour union (e.g. CUPE3902) pass a fee levy supporting the HOUSE Toronto, these by-laws shall be adjusted accordingly in consultation with the University of Toronto to provide them with voting membership.

Article 3.3 Membership Rights and Obligations

Article 3.3.0 Membership Rights

Each voting member in good standing shall be considered to be a voting member and entitled to one (1) vote on each question (motion) arising at the Annual General Meeting, general membership meeting or special membership meeting at which they are personally in attendance. Non-voting members are entitled to speak on all issues and attend members' meetings, but are not entitled to vote. All members are entitled to attend board meetings, but not allowed to vote unless they are a member of the board.

Article 3.3.1 Liability of Board of Directors

Members shall have no legal claim or rights against any member, director, officer, agent or employee of the Organization, or their heirs, executors and administrators, and estate and effects.

Article 3.3.2 Liability for Debts Owed

Members who have resigned their membership or who have had their membership revoked remain liable for any and all outstanding debts owed by them to the Organization.

Article 3.3.3 Non-Transferable

Membership is not transferable.

Article 3.3.4 Resignation of Membership

Membership in the Organization ends if the member resigns as a member of the Organization by submitting his or her formal resignation in writing to the Organization. A member is presumed to have resigned if they do not renew their membership in accordance with these By-Laws.

Article 3.3.5 Revocation of Membership

A member shall cease to be a member upon,

- a) withdrawal in accordance with these by-laws;
- b) expiry of the term of membership without full payment of the fee or dues for the school year (May 1st to April 30th);
- c) if the member is removed by the adoption of a resolution passed by unanimous decision of the Board of Directors. The Board shall formally review the status of membership of any other member at its own behest or upon receiving a written complaint from any member. The Board of Directors may revoke the membership of any member who has given just cause. A determination of cause shall be made by the Board, in its absolute discretion, and may include, but shall not be limited to:
 - i. A failure to pay any membership fees when due;
 - ii. A failure to renew membership on an annual basis;
 - iii. A failure to maintain the goals and objectives of the Organization;
 - iv. A conflict of interest with the Organization, as determined by the Board;
 - v. False or misleading representations;
 - vi. Harassment, bullying or any other serious violation of the Safe Space Policy;
 - vii. Any breach of the by-laws or policies of the Organization, or any other written agreement or contract with the Organization.

Article 3.3.6 Membership Restrictions

Should a member be removed by the Board for reasons outlined in Article 3.3.4 (c), or have resigned for reasons outlined in Article 3.3.4 (c) as determined by the Board, the individual will no longer be eligible for membership in the Organization.

Article 4.0: Quorum

Article 4.1 Members' Meetings

A quorum of membership for voting purposes shall be reached when 5% of registered voting members (see *Article 3.20*) are present at a meeting of the members. Members' meetings will be open to the

general public.

Article 4.2 Board Meetings

Board meetings, involving the officers of the organisation and members of representative groups shall take place when 50% of all officers and selected organisational representatives are in attendance. If an organisation has not appointed representatives yet for the current school year, their allocated seats will not count towards quorum. Board meetings will be open to all registered members of HOUSE Toronto.

Article 5.0 Officers, Qualifications and Duties, and Affiliates

Article 5.1 Number of Officers

There will be four (4) officers, including two co-chairs, secretary and treasurer.

Article 5.1.1 Multiple Memberships

No more than one person shall hold any one officer position.

Article 5.2: Responsibilities of All Officers

All the Officers are obliged:

- o To attend all meetings unless of extenuating circumstances prevent your attendance;
- o To provide your regrets if you are unable to attend a meeting;
- o To participate in outreach efforts;
- o To promote all events and partake in fundraising activities;
- o To train incoming officers upon the end of each officer's term as outlined by Article 6.6.1,

Article 5.3: Duties of the Officers

Article 5.3.1: Co-Chairs

Purpose: The Co-Chairs and oversee the functioning of HOUSE Toronto and its members. The Co-Chairs will be one of the signing officers for HOUSE Toronto. One of the Co-Chairs will be one of the two signing officers at the bank in conjunction with the Treasurer.

Duties:

- To serve as the office representative and spokesperson of HOUSE Toronto;
- To be responsible to the general membership for project and policy proposals for the academic term for which elected;
- To be one of the signing authorities for the moneys held by HOUSE Toronto;
- To be the lead liaisons with the University of Toronto and its affiliates, and all levels of government and their affiliates
- To oversee the supervision and directly work with any hired staff, student work-studies, graduate assistants or contract hires;
- To assist in coordinating the social, educational and outreach programming;
- To ensure annually the successful transition of the Executive through the recruitment of new Officers as needed, and ensuring all new officers receive training;
- To ensure the organisation is renewed each year with Corporations Canada (annual filings) and the University of Toronto's SC&LD Office;
- To assist other officers in the execution of their duties where deemed necessary;

Article 5.3.2: Treasurer

Purpose: To ensure the continued financial viability and stability of HOUSE Toronto. The Treasurer will ensure the financial accountability of all money transactions. The Treasurer will be responsible for all the monetary security of HOUSE Toronto. The Treasurer will be of the two signing Officers at the bank in conjunction with one of the Co-Chairs.

Duties:

- To maintain accurate, up-to-date financial records and accounts of all receipts and payments of HOUSE Toronto;
- To monitor and manage budgets for events, fundraising initiatives and other HOUSE Toronto related activities;
- To disburse the funds of HOUSE Toronto under the direction of its executives;
- To be one the signing authorities for the moneys held by HOUSE Toronto;
- To present to the membership with a budget at the start of the year;
- To present to the membership with an annual financial report at the Annual General Meeting;

Article 5.3.4: Secretary

Purpose: Ensure the recording and distribution of all meeting agendas and minutes. Ensure all necessary materials are present at meetings and are made available at our office.

Duties:

- To assist in the coordination of all activities of HOUSE Toronto;
- To assist in providing support to the co-chairs in coordinating meetings;
- To ensure that all documentations and forms are available to all members;
- In collaboration with staff and other officers, the prepare and distribute agendas prior to any meeting;
- In collaboration with staff and other officers, to record and edit meeting minutes and distribute it within a reasonable time after each meeting;
- To compile a record and archive all meeting minutes;
- To maintain a list of the membership;
- To maintain a list of declared conflicts of interest;
- To ensure any updates of the by-laws and all policies are filed with the appropriate authorities and placed on our website and Shared Google Drive or equivalent;
- To fill in for the Co-Chair(s) in the event on an absence.

Article 5.4 Affiliated Organizations Board Representatives

Purpose: To represent their organisation on all matters related to HOUSE Toronto, and to report back to their organisation on the activities of the HOUSE Toronto.

Duties:

- To attend all members meetings and board meetings of HOUSE Toronto.
- To represent, in a holistic manner, the perspective and needs of the members or constituents of your organisation.
- To act as a liaison between your organisation andHOUSE Toronto.
- These members are non-voting members of the Board.

Article 5.5 Ex-Officio Representatives

Purpose: Ex-Officio members include staff of the Organization, and contractors.

To represent their organisation on all matters related to HOUSE Toronto, and to report back to their organisation on the activities of HOUSE Toronto..

Duties:

- To attend all members meetings and board meetings of HOUSE Toronto;
- These members are non-voting members of the Board.

Article 5.6 Non-Remuneration

The Directors and officers shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from his position as such, provided that a director or officer may be paid reasonable expenses incurred by him in the performance of his duties. Nothing set forth in this paragraph shall disqualify any person who is a director or officer from bona fide employment or other engagement with the Organization or any affiliate or subsidiary of the Organization and receiving compensation thereof while still serving on the Board.

Article 5.7 Selection of Officer Positions

The selection of officer positions shall be done at the first Board of Directors meeting after elections and the Annual General Meeting confirmed the elected Board of Directors. The selection of officers shall be made by voting members of the Board of Directors. Officers shall be in-coming voted members of the Board of Directors. The selection shall be made by consensus by the voting Board of Directors in attendance. If consensus fails, a simple majority vote will take place to determine the officers.

Article 6.0: Election of Board of Directors and Appointments of Representatives

Article 6.1 Board Composition

The Board will be comprised of three to seven voting members:

- *A maximum of Four undergraduate voting representatives, elected from the undergraduate student body of the University of Toronto.*
- *A maximum of Three graduate voting representatives, elected from the graduate student body of the University of Toronto.*

Should there be less than the maximum of seven voting board members elected, a minimum of three voting representatives must be elected, with at least one undergraduate and one graduate representative elected. The Board shall also be composed of non-voting board representatives appointed by each organisation affiliate (see appendix) that shall have the right to receive notice, attend and speak at all board meetings. If the appointed representative is also a current student, they may also serve as an elect voting board member if also elected by a majority vote in a general or by-election.

Article 6.1 Terms of Elected and Appointed Positions

A single term of the board positions shall be approximately one academic year which shall begin upon the dissolution of an outgoing set of elected board members in one particular year, and shall continue until its own dissolution the following fiscal year (May 1 to April 30), or until our next Annual General Meeting. Annual General Meetings shall aim to be held in January or February, with the new board taking office on

May 1st.

Non-voting board representatives shall continue to serve until new non-voting board representatives are approved by participating organisations.

Article 6.1.1 Dissolution of Elected and Appointed Positions

The power of the elected board members is to be dissolved upon the election of new board members, and the appointment of new organisational representatives.

Article 6.2 Appointment of Chief Returning Officers (CRO's)

HOUSE Toronto shall appoint, at a board meeting, a CRO who is either a non-returning board member, or organisational representative, or a member of one of the affiliated organisations.

Article 6.3 Nominations, Elections and Appointments Process

Any individual, who is a current student at the University of Toronto, may nominate themselves or another individual for a voting board member position with HOUSE Toronto. The CRO will help solicit candidates if there are not enough nominees to meet the minimum threshold of three (3) board voting members.

Nominees to be considered in the election must:

- I. include a Letter of Intent which outlines the related experiences, qualifications, goals and objectives for the position being applied for (a letter of intent is not required for those seeking re-election, however, they will be required to speak towards their experiences and accomplishments);
- li. have attended at least three (3) board and/or member meetings in the past twelve months AND must be a current active member of HOUSE Toronto.
- iii. Must be a current student at the University of Toronto.

The CRO shall contact all non-voting board members to see if they will be continuing into the next school year. For any upcoming vacancies, organisations appointing non-voting board members shall be contacted by the CRO prior to elections and our Annual General Meeting to receive the names of newly appointed non-voting board members. If any appointed non-voting board member is also a current student, the CRO will inform them they can also serve as an elected board member and provide them with information on how to nominate themselves.

Article 6.4 Voting, Campaigning, Disqualifications and Acclamations

Electronic voting will take place for the election of voting board members, either using the university's voting system, or a similarly approved electronic voting system.

There shall be no campaigning – all candidates will provide statements which will be published on the organisation's website and shared on our email list to all active members.

The CRO reserves the right to disqualify candidates who do not meet eligibility requirements, or who violate campaigning rules.

Should less than seven (7) candidates be nominated, all candidates will be considered acclaimed upon a ratification at the next board meeting. Should there be any objections to one or more acclaimed candidates at the board meeting, an electronic vote shall proceed with YES, NO and ABSTAIN as the options.

Should more than seven (7) candidates be nominated, an electronic vote shall proceed with YES, NO and ABSTAIN as the options.

The voting board members shall be considered election upon the passing of a motion at the Board of Directors ratifying the results.

Article 6.5 Validation of Votes

The Chief Returning Officers are responsible for counting the votes. Results of the election will be announced at the Annual General Meeting. The total votes for each position will be recorded in the meeting minutes by the Secretary.

Article 6.5.1 By-Elections

In any case that two nominees running for the same position obtain the same number of votes, a by-election will be held at least seven (7) days after the general election and shall be done by electronic means.

In any case where a vacancy result in less than two voting board members remaining, a by-election shall be held.

Article 6.6 Installation of New Office

The new officer team shall come into power upon the dissolution of the old executive team as per Article 6.1.1.

Article 6.6.1 Transition of Officers

The transition period will be in the month of April (unless not possible due to unforeseen circumstances) where existing officer members will train the incoming officers. Compensation may be provided to outgoing officers to train new officers if training requires significant time.

Article 6.7 Vacancies

Vacancies shall be filled by other Board members, unless the vacancies result in less than two voting board members, in which case a by-election shall be held.

Article 6.8 Appointment of Affiliated Organization Committee Representatives

Each affiliated organisation is responsible for their own appointment or elections process for their two (2) representatives to HOUSE Canada.

Article 7.0 Conflict of Interest

HOUSE Toronto shall have the power to determine a conflict of interest and apply remedial actions, as guided by the *Conflict of Interest Policy*.

Article 7.1 Conflict of Interest Clarification

A motion for the establishment, change or removal of membership class shall not constitute a conflict of interest. A motion to approve the annual budget shall not constitute a conflict of interest. A motion for removal of a director or officer of the Board of Directors shall not constitute a conflict of interest. A motion to establish, change or remove the role of any officer position shall not constitute a conflict of interest.

Article 7.2. Declarations

Should a member believe there is a real or perceived conflict of interest they should recuse themselves of voting for a motion and declare what the real or perceived conflict of interest is so that it may be recorded in the minutes.

Article 8.0 Allegations of Wrongdoing

Any officer, director or member of the Organization can be removed for the following reason(s):
The member, director or officer has failed to maintain the goals and objectives of the Organization, has made false or misleading representations, or for any serious breach of the by-laws or policies of the Organization, or any other written agreement or contract with the Organization.

8.1 Charges may be brought against an officer, director or member by any member of the organisation in writing, via email to the Co-Chairs.

8.2 The executive shall then have one month to investigate the allegations.

8.3 The finding of the investigation should then be presented to the membership at the next general meeting.

8.4 The accused shall be given an opportunity for defence.

8.5 Any decisions will be made through a vote when 50%+1 of the Board is present.

8.6 In the event of a yes vote, the Co-Chairs shall determine method of discipline. Options may include censure, suspension, or impeachment.

Article 9.0 Impeachment

Article 9.1: Automatic Impeachment

Any member of the board will be considered to have vacated their position if:

- an officer or representative misses two (2) consecutive executive meetings without sending regrets;
- an officer or representative misses four (4) consecutive executive meetings with or without sending regrets;
- an officer or representative is impeached for wrongdoing as per *Article 8*;

Article 9.2: Impeachment

For any serious concern brought to the attention of the board, the following process will be followed:

Article 9.3: Process of Impeachment

Notice of a discussion of impeachment of any member, notice must be provided to the member in advance of the board meeting.

Article 9.3.1 Approval of Impeachment

An initial discussion, that includes a portion allowing the accused to speak, will take place and a vote will be held. It will take a majority vote of the board, excluding the accused officer or representative, to further pursue the case of impeachment. The impeached officer or representative shall then be provided with further due opportunities for defence.

Article 9.3.2 Voting for Impeachment

A two-thirds (2/3) vote of the voting body is then required to affect the resignation of the officer. Only those members who have attended three (3) board meetings are permitted to participate in such proceedings.

Article 10.0: Meeting Procedures

Article 10.1: Bourinot's Rules of Orders

The rules contained in the current edition of Bourinot's Rules of Order, Newly Revised, shall govern HOUSE Toronto in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or other subsidiary regulations, including any special rules or order HOUSE Toronto may adopt. HOUSE Toronto shall keep a copy of the Bourinot's Rules in the main office at all times for consultation.

Article 10.2: Nature of Meetings

The chairperson shall preserve order and decorum, and shall decide questions of order following Bourinot's Rules. It is strongly recommended, however, that in order to preserve the spirit of free and open discussion that a speaker's list is kept. The chairperson(s) shall be neutral, non-voting members at all meetings (only voting in the event of a tie).

Article 10.3: General Member Meetings

We will aim to hold at least two (2) general meetings each year, including one annual general meeting.

Article 10.4: Board Meetings

The Board will aim to meet monthly during the fall and winter semesters, and twice during the summer semester (May to August).

Article 10.5: Meeting Times

All dates and times for the next meeting shall be decided, when possible, before the organisation adjourns a current meeting, unless otherwise specified. These meetings will not exceed 2 hours unless otherwise specified.

Article 10.6: Distribution of Agenda

The Coordinator shall prepare the agenda for each meeting of HOUSE Toronto, and distribute to the members of HOUSE Toronto no less than one week prior to any general meeting. The agenda of the meeting will be accompanied by any relevant supporting materials sufficiently detailed to inform each member of the matters to be discussed at that meeting.

Article 10.7: Items on the Agenda

Members may submit items to be placed on the agenda to the Coordinator, no less than 48 hours prior to the meeting, unless amendments are made and motioned for by the organisation at the current meeting.

Article 10.8: Adoption of Minutes

The minutes of each meeting shall be reviewed by the members and adopted, with or without amendments, at the next meeting of HOUSE Toronto. The minutes, being a statement of the facts and events which occurred at such a meeting, may be amended only to reflect those facts and events better.

Article 10.9: Meetings shall have an Agenda

HOUSE Toronto shall, at the beginning of a meeting, formally adopt the prepared agenda and thereafter, any changes to the agenda shall require a majority vote.

Article 10.10: Attempt for Consensus

For voting purposes, the Chairperson shall at all times attempt to see if consensus has been reached by HOUSE Toronto. Failing consensus, all motions shall be passed by a simple majority vote of those members present and voting or by proxy (except in situations specifically called for in this By-Laws).

Article 10.11: Public Nature of Meetings

All general members meetings are open to members of the public. Board meetings are open to all registered (voting and non-voting) members and ex-officio guests; other guests may be permitted to attend should no one on the Board meeting objects.

Article 10.11: Notice of Meetings

i. All general members meetings shall require three (3) weeks notice. Official notice shall be provided by electronic mail to all registered (voting and non-voting) members. Notice shall also be posted on the social media accounts of the HOUSE Toronto.

ii. All board meetings shall require one (1) week's notice. Official notice shall be provided by electronic mail to all registered (voting and non-voting) members.

iii. Each notice shall state the time, date and location of the meeting. Should circumstances require, the venue may be changed with notice. A last minute change in venue due to circumstances shall not invalidate any meeting or its procedures, as long as quorum is met.

iv. Any notice of special business must contain enough information to allow the members to make a reasoned decision. Financial statements and/or proposed by-law changes shall be sent to members via electronic mail at least twenty-one (21) or more days prior to the Annual General Meeting or General Members Meeting.

v. No error or omission in giving notice of any annual or general members meeting or any adjourned meeting, whether annual or general, of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Organization shall not invalidate any resolution passed or any proceedings taken at any meeting of members or regular members. It shall be the responsibility of the member to inform the Organization in writing, correctly of his or her email address and any changes thereof. Members can request that notice be provided to more than one mailing or email address.

vi. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of the giving of the notice shall be excluded and the date of the meeting or other event for which notice is given shall be included. Example: If an AGM is happening on April 22nd and 21 days notice is required, notice would need to be sent on April 1st.

Article 10.12: Ability to Call Meetings

i. General members meetings be set at the previous general members meeting. If for any reason the Organization does not hold an Annual General Meeting within sixteen (16) months of the previous Annual General Meetings, any three (3) previous members of the Organization may call an Annual General Meeting for the purposes of continuity and new elections.

ii. Board meetings be set at the previous board meeting. In case of urgency, the Co-Chairs (or Chair) may call a Board meeting.

Article 10.13: Deemed Present in Person

Where a meeting is held by teleconference or by other electronic means, a Director or Member participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of these By-Laws, to be present in person.

Article 10.13: Electronic Attendance

- i. Any member must respond to any given meeting notice at least twenty-four (24) hours in advance of the meeting being held with their request to attend via teleconference, speaker phone or online video or audio chat.
- ii. All members must be provided equal access to attendance via teleconference, speaker phone or online video or audio chat.
- iii. All members participating in the meeting must be able to adequately communicate with each other, as determined by the Chair.
- iv. No technological error or failure occurring in any meeting of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 10.14: Written Resolution in lieu of a meeting

As permitted by the *Canada Not-for-profit Corporations Act*, a written resolution signed by all members of the Organization shall be allowed in lieu of a members' meeting. A written resolution signed by all Board members of the Organization shall be allowed in lieu of a board meeting. An electronic mail reply consenting to the resolution shall be considered as a signature.

Article 12.0: Powers

The Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorised to exercise and do;

Article 12.1 Power to Hire and Spend

The Board shall designate, by resolution, those officers and other persons authorised with the power to authorise expenditures on behalf of the Organization and the right to employ and pay salaries to employees;

Article 12.2 Power to Accumulate

To accumulate from time to time part of the fund or funds of the Organization and income there from subject to any statutes or laws from time to time applicable;

Article 12.3 Power to Create a Trust Fund

The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Organization in accordance with such terms as the Board of Directors may prescribe;

Article 12.4 Power to Invest

To invest and reinvest the funds of the Organization in such manner as determined by the Directors, provided such investments are reasonable, prudent and sagacious under the circumstances, are in compliance with all statutes or common law relating to the Organization and do not constitute, either directly or indirectly, a conflict of interests;

Article 12.5 Power to Receive Personal Property

To acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;

Article 12.6 Power to Hold and Dispose of Real Property

To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the Organization or for carrying on its undertakings, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

Article 12.7 Power to Cooperate with any other Organizations

To cooperate, liaise, and contract with other organisations, institutions or agencies which carry on similar objects to that of the Organization;

Article 12.8 Power to Participate in the Reorganization of a Company

To take up proportions of any increased capital of a company or corporation in which the Organization may at any time hold shares or obligations to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganisation or for the sale of assets of any company or corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the Organization; and to give consent to the creation of any mortgage, lien or indebtedness of any company or corporation whose shares or obligations are held by the Organization.

Article 12.9 Power to Sue and Compromise Claims

To demand and compel payment of all sums of money and claims to any real or personal property in which the Organization may have an interest and to compromise any such claims, and generally to sue and be sued in its corporate name;

Article 12.10 Power to Issue Cheques

To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;

Article 12.11 Power to Borrow

The Board of Directors is hereby authorised, from time to time:

- a) to borrow money upon the credit of the Organization, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;

- c) to issue or cause to be issued bonds, debentures or other securities of the Organization and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Organization, and the undertaking and rights of the Organization.

Article 12.12 Power to Receive Donations

The Board of Directors shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Organization.

Article 12.13 Power to Appoint Agents

The Board of Directors may appoint such agents and engage such employees and others as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment;

Article 12.14 Power to Issue Remuneration

Remuneration, if any, for all officers, agents and employees and chapter members shall be fixed by the Board of Directors by resolution.

Article 12.14 Power to Bank

The Board shall designate, by resolution, those officers and other persons authorised to transact the banking business, or any part thereof, of the Organization with the banks, credit unions, trust companies, or other financial depositories carrying on a banking business that the Board has designated as the Organization's bankers. The Organization should strive to conduct its business with only credit unions and financial institutions that reflect the progressive values of the Organization. Those officers and other persons so designated shall have the authority to set out in the resolution including, unless otherwise restricted, the power to:

- a) Operate the Organization's accounts with the bankers;
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of the Organization;
- c) Issue receipts for and orders relating to any property of the Organization;
- d) Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) Authorise any officer of the banker to do any act or thing on the Organization's behalf to facilitate the banking business.

Article 13.0: Indemnity

Every Director of the Organization and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against:

- a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

Article 14.0: By-Laws

Article 14.1: Amendments

Amendments to the By-Laws must be passed by a $\frac{3}{4}$ majority vote of the voting members present. Quorum for all by-law amendments shall be 50%+1 of the voting membership.

Article 15.0: Committees

The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid, provided that no director who serves on a committee may receive any remuneration for such activity. Committee meetings will be conducted according to the by-laws set out for Board of Directors' meetings, unless otherwise noted in these by-laws.

Article 16.0: Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Organization shall be signed by the Co-Chairs, Chair, or the equivalent for whom has been delegated signing powers of the Organization. As previously approved via resolution or therein granted power, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Organization to sign specific contracts, documents and instruments in writing. The Directors may give the Organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Organization.

Article 17.0: Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Organization shall be April 30th.

Article 18.0: Audits and Review Engagements

As required by Canada Not-for-profit Corporations Act, the members will, at each annual meeting, appoint a public accountant to audit or conduct a review of the accounts and annual financial statements of the Organization for report to the members at the next annual meeting. As the Canada Not-for-profit Corporations Act permits, the members may, by a unanimous vote, decide not to appoint a public accountant. The public accountant shall hold office until the next annual meeting provided that the members may fill any casual vacancy in the office of the public accountant. The remuneration of the

public accountant shall be fixed by the Board of Directors. The public accountant may not be a director, officer or employee of the Organization unless the unanimous consent of all members is achieved at a Members' Meeting.

Article 19.0: Books and Records

The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

Article 19.1: Meeting Minutes

Member meeting minutes shall be made available to members of the Organization in good standing. Board minutes shall be made available to members of the Organization in good standing. The minutes of the Board of Directors, the minutes of the Executive Committee if one is created, or the minutes of any other Committee established by the Board shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

Article 19.2: Financial Statements

Financial states shall be made available to members of the Organization in good standing.

Article 20.0: Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient.

Article 20.1: Policies

All such policies shall be attached to these by-laws as an appendix, and made accessible to all members of the Organization in good standing.

Article 23.0: Duration and Dissolution

The existence of the Organization shall be perpetual except that it may be terminated in the following procedure:

Step 1: A unanimous decision of its Board of Directors must pass a resolution calling for a disillusion vote at the next Annual General Meeting or Special General Meeting of the membership.

Step 2: HOUSE Toronto can be dissolved by a 90% majority decision of the membership at an Annual General Meeting or Special General Meeting.

Step 3: Upon dissolution all assets will be placed into a trust fund with another the University of Toronto levied organisation for the purpose of creating or supporting housing for the University of Toronto students, or donated to a registered non-profit housing organisation.

Appendix: Affiliated Unions and Organisations:

- HOUSE Canada
- Regensis Canada
- HOUSE York
- HOUSE UTM
- UTMSU
- UTGSU
- UTSU
- Regensis Toronto