

FORESTWOOD CO-OPERATIVE HOMES INC.

BY-LAW NUMBER IX

**CONFLICT OF INTEREST BY-LAW OF
FORESTWOOD CO-OPERATIVE HOMES INC.**

RECORD OF ENACTMENT BY THE CO-OPERATIVE

This By-law was discussed by the Board of Directors of FORESTWOOD CO-OPERATIVE HOMES INC. on the 18th day of May 2004, and then forwarded to the Membership for the final decision.

This By-law was confirmed by at least two-thirds of the votes cast by the General Members of FORESTWOOD CO-OPERATIVE HOMES INC. at a general member's meeting on the 7 day of July 2004.

This By-law was discussed and amended by the By-Law Review Committee of FORESTWOOD COOPERATIVE HOMES INC. on the 221 day of November 2005, and then forwarded to the Board of Directors on December 19, 2005 for consideration.

This By-Law was discussed by the Board of Directors of FORESTWOOD CO-OPERATIVE HOMES INC. on the 19th day of December 2005, and then forwarded to the Membership for the final decision.

This By-law was confirmed by at least two-thirds of the votes cast by the General Members of FORESTWOOD CO-OPERATIVE HOMES INC. at a general member's meeting on the 15th day of February 2006.

Georgina Adams
Authorized Signing Officer

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Authorized Signing Officer

TABLE OF CONTENTS

ARTICLE 1	What is conflict of interest?.....	3
ARTICLE 2	Procedures.....	4
ARTICLE 3	Avoiding conflict of interest.....	5
ARTICLE 4	Payment of Directors.....	6
ARTICLE 5	Directors in Arrears.....	6
ARTICLE 6	Member Selection and Approval Conflict of Interest.....	7
ARTICLE 7	Declarations.....	7
ARTICLE 8	Information to the service manager.....	7
SCHEDULE A	Conflict of interest Declaration.....	8

Article 1: What is conflict of interest?

- 1.1 All directors, officers, committee members, agents and employees must carry out their duties honestly, in good faith and in the best interests of the co-operative rather than in their personal interest. This includes following the co-op's by-laws and Provincial legislation about conflict of interest.
- 1.2 In this by-law, a person related to a director, officer, agent, or employee means a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law, grandparent, or a person with whom the director, officer, agent, or employee has a business relationship.
- 1.3 A conflict of interest can happen when a director, officer, committee member
 - Makes or takes part in a decision affecting the co-op's affairs, and
 - The result of that decision gives the person, or someone related to the person a financial or other benefit which the rest of the co-op members do not have, or which only a few other members have. This financial or other benefit may be direct or indirect.
- 1.4 An employee or agent of the co-op can have a conflict of interest when
 - The employee recommends, makes or takes part in a decision affecting the co-op's affairs and
 - The result of the decision gives the employee, or a person related to the employee a financial or other benefit. This financial or other benefit may be direct or indirect.
 - If an employee of the Co-operative makes a recommendation, it should be at a meeting of the entire Board of Directors and not to individual Directors to gain their vote for or against the recommendation prior to a Board of Directors meeting.
- 1.5 Examples of conflict of interest are
 - The co-op does business with a director or an employee of the co-op or a company in which the director or the employee or a person related to them have a financial interest or stock
 - Someone living in the co-op or an employee is involved personally in a procedure of discipline where he, she, or someone related to him or her made the complaint, or someone related to him or her is being disciplined.
 - The board gives out on-call positions to friends or family without telling all members that positions are available.

There are other types of conflict of interest. The co-op should deal with them by using the principles contained in this by-law.

Article 2: Procedures

2.1 The facts of each case are different, and careful judgment is needed to decide whether there is a conflict of interest. Even a perception of conflict of interest could undermine the appearance of integrity and the credibility of the co-op's business practices and the government-funding program.

Therefore, the board and members should follow the procedures below to determine if there is a conflict and to deal with the conflict if it exists.

(a) When a director has or may have a conflict of interest

The director must declare the conflict of interest, or possible conflict of interest, in writing at or before the first board meeting after becoming aware of the conflict of interest or potential conflict of interest. This declaration must be recorded in the minutes of the meeting.

If the director does not declare a conflict of interest or a possible conflict of interest, but another director is aware of one, the other director should bring it up at the meeting.

The board must consider the matter no later than the second meeting after the notice of the conflict of interest was given. This discussion must be recorded in the minutes of the meeting.

The board then decides if there is a conflict of interest. If the board decides that there is a conflict of interest the director cannot vote on the matter must not be present at any parts of meetings when the matter is discussed, and does not count in quorum for those parts of the meeting.

As set out in Article 6, the board must report its discussion of the matter including how it was resolved to the service manager.

(b) Financial conflicts of interest

This paragraph applies in addition to paragraph 2.1(a) if a director or officer has or may have a financial conflict of interest.

In the case of contracts or agreements the provisions of article 4.2 apply.

Other financial conflicts of interest may be approved if the board believes that there is no reasonable alternative that their decision is in the best interests of the co-op and is appropriate for a body that receives significant public funding. Where the board approves a financial conflict of interest they must report it at the next meeting of the members. As set out in Article 6, the board must also report

By-Law IX – Conflict of Interest By-Laws – 2006

the conflict of interest to the service manager. This does not apply to payments for on-call duties as set out in Article 4.3.

If the board does not approve the financial conflict of interest the minutes must show this.

(c) When a committee member has or may have a conflict of interest

A committee must follow the same procedures as the board if a committee member has or may have a conflict of interest. The matter can be appealed to the board if there is a dispute. The board's decision is final.

(d) When an employee or agent has or may have a conflict of interest

An employee or agent who has or may have a conflict of interest must report it to their supervisor and follow the supervisor's directions.

The manager/co-ordinator must report a conflict of interest to the staff liaison (if there is one) or to the president. The president or staff liaison will report it to the board. The manager/co-ordinator must follow the board's directions.

Where the co-op retains a management company, the company, and all its personnel must follow the same procedures as an employee of the co-op.

Where there are officers of the co-op who are not directors, they must follow the same procedures as employees.

As set out in Article 6, the board must also report the conflict of interest to the service manager.

(e) Members' conflicts of interest

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. However, members must declare the conflict of interest before taking part in the discussion. Members should try to act in the best interests of the co-op as a whole.

These procedures are in addition to, and do not replace, the requirements of the provincial statutes or common law.

Article 3: Avoiding conflict of interest

- 3.1 The board will closely monitor its relationships, contracts, arrangements, and agreements. It will not engage in any that may result in a conflict of interest unless the situation is resolved as in Article 2.
- 3.2 The board will promote fair, open, and objective business policies and practices in all its purchasing, contracting and hiring.
- 3.3 The board and staff must follow the procedures set out in the Spending By-law.

Article 4: Payment of Directors

- 4.1 Directors and officers serve without payment of any kind. However, they have the right to be paid for traveling or other expenses while doing business for the co-op as long as the expenses are reasonable. The board must authorize these expenses. These expenses must meet any guidelines and limits set by the board. Directors cannot receive compensation for lost income while doing business for the co-op.
- 4.2 Despite anything else in this by-law, directors and officers, or people related to them, cannot enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.
- 4.3 Directors and officer hired by the co-op to paid position must resign from office. This does not apply to being the on-call person for the equivalent of one day or less a week.

Article 5: Directors in Arrears

- 5.1 A Director of the Board of Directors who is in arrears should be treated in exactly the same manner as other Members in arrears. A Repayment Schedule should be established and if necessary, eviction proceedings should commence.
- 5.2 If a Director is in arrears and is adhering to a Repayment Schedule, he/she does not have to resign, but should refrain from voting on financial issues. These Financial issues could be, but are not limited to, Contracts, Operating Budget, Annual Audit, and Members being evicted for arrears.
- 5.3 A Director in arrears may not be a Signing Officer of the Co-operative.
- 5.4 If a Director is in arrears and is a Signing Officer of the Co-operative, he/she **must** resign this position immediately.
- 5.5 If eviction proceedings have been started against a Director, the Director **must** resign from the Board of Directors immediately upon receiving By-Law IV, Schedule C, Notice to Consider Termination of Membership and Occupancy.
- 5.6 Members running for the Board of Directors must be a “Member in Good Standing” as defined in By-Law 4, Schedule I which states:
 - **FINANCIAL:** Honour your financial obligation to the Co-operative. Pay your Housing Charge on time. Make appropriate arrangements if this is not possible due to circumstances beyond your control.
 - **MAINTENANCE:** Treat the unit as your home, with respect and care. Do such routine maintenance as your skills permit. Request assistance as needed, co-operate with the Maintenance Committee in preventative maintenance efforts.
 - **ORGANIZATION:** Attend a majority of General Member’s Meetings, including the Annual General Meeting. Abide by the policies and regulations adopted by the Co-operative from time to time. Support the democratic functioning of the Co-operative by taking part in one or more specific activities each year.

Article 6 – Member Selection and Approval Conflict of Interest

- 6.1 A relative or friend of an applicant cannot participate in an interview and subsequent approval of that applicant by the Membership Committee or the Board of Directors.
- 6.2 If two (2) or more Members of the same family sit on the Membership Committee, those family members should not interview an applicant together.

Article 7: Declarations

- 5.1 All directors and staff must sign the Conflict of Interest Declaration (attached: Schedule A). Directors and staff will sign when they begin their term, and existing directors and staff will sign annually.

Article 8: Information to the service manager

- 6.1 The board must report to the service manager the minutes of any meeting where the board discussed a conflict of interest or a potential conflict of interest. The minutes must
 - Record the board's decisions
 - Record the options the board considered
 - Show how the decision was in the best interests of the co-op
 - Show how the decision was appropriate for a body that receives significant public funding.

The minutes must also record the Board's acknowledgement that its decision is subject to the approval of the service manager.