BY-LAW VIII

A BY-LAW ABOUT ELECTRONIC MEETINGS AND BALLOTING (MODEL FOR ONTARIO CO-OPS)

Passed by the Board of Directors on February 20th, 2024
Confirmed by the Members at the AGM held on October 22, 2024

The purpose of this By-law is to deal with electronic attendance at board and members' meetings, electing directors by ballot and other things.

Article 1: About This By-law

1.1 Priority of this By-law

This By-law governs over the Occupancy By-law, the Organizational By-law and all other co-op by-laws in case of conflict.

1.2 Electronic Participation

(a) Special meaning: In this By-law "electronically" means transmitting information or data by telephone or in other electronic or technological ways, including phone calls, voicemail, fax, e-mail, automated touch phone system, cell phone, computer or computer networks.

(b) Electronic meetings: When meetings are held electronically or have electronic participation, people who attend electronically must be able to reasonably participate in the meeting. They are considered to be present at the meeting for all purposes including quorum.

(c) Electronic notices and documents: Rules about delivering notices and documents to members and to the co-op are stated in section 7.2 (Notices to Members) and section 7.3 (Notices to Co-op). When signed documents or notices are referred to in co-op by-laws, they may not be signed or delivered electronically unless a by-law allows electronic signature or delivery for that type of document or notice.

Article 2: Electronic Members' Meetings

2.1 Electronic Members' Meetings

When a members' meeting is called, the board will decide whether:

- members have to attend in person,
- members have to attend electronically, or
- members can attend either in person or electronically.

2.2 Notice of Electronic Members' Meetings

The notice of a members' meeting has to state the place of the meeting. If electronic attendance is allowed or required, the notice of meeting will state the details on how members can connect, participate and vote.

2.3 Voting

(a) Right to vote: Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time of the vote.

(b) Must be present: Members cannot appoint someone else to vote for them. Members can vote only

- if they are present at the meeting in person;
- if they are present at the meeting electronically if electronic attendance was stated in the notice of the meeting; or
- if they vote in advance. See section 3.2(d) (Election Meeting—Advance Voting).

(c) Voting by show of hands: Voting is by show of hands unless there is a secret ballot. If there is electronic attendance, show of hands includes electronic voting and automated electronic voting.

(d) Secret ballot: Directors are elected by secret ballot See section 3.2(c) (Election Meeting—Voting). There can also be a secret ballot where the board decides there should be a secret ballot and states this on the agenda for the meeting. In that case, the board will make sure there are procedures for secret voting for members who attend electronically. There can also be a secret ballot if both the following conditions are satisfied:

- if the members at the meeting decide by simple majority vote to have a secret ballot; and
- if electronic attendance was stated in the notice of the meeting, there are procedures for secret voting for members who attend electronically.

Article 3: Board Elections

3.1 Election Procedures

(a) Election committee
The board will appoint an election committee or election officer before any members' meeting where there will be an election. The committee or officers do not have to be members. If the board does not appoint an election committee or officer, then the board will perform the duties of the election committee.

(b) General duties of election committee

- giving information about the election to the members, including educating members on the duties and responsibilities of the board
- finding candidates
- discussing qualification issues with candidates
- setting a deadline for nominations
- making sure the election follows the rules stated in the *Co-op Act* and the by-laws
- arranging for ballots to be distributed to members
- acting as or arranging for returning elections officers to control the ballot boxes and ensure confidentiality of marked ballots.

(c) Nominations
Members can run for a director position by submitting a nomination form that includes the information in Schedule A to this By-law. The form must be signed by the nominee and two other members. The nominee must sign and submit any documents required by the by-laws or the *Co-operative Corporations Act*. These will take effect if the nominee is elected.

(d) Nomination deadline
The election committee will establish a deadline for nominations. This must be at least six days before the date of the election meeting. It can extend the deadline to a day at least three days before the date of the election meeting. It can do this before or after the original deadline and regardless of the number of nominations received before the original deadline.

(e) Checking qualifications
The election committee will review the qualifications of each candidate and, if there is any question, will discuss it with the candidate.

(f) Number of candidates
The election committee should try to have more candidates than the number of directors to be elected.

(g) Counting votes
The election committee supervises counting the votes and announces the results. The members' meeting should choose two or more members unrelated to the candidates to count the votes. If there is no election committee, or if the members do not choose people to count the votes, the chair will decide how the votes will be counted.

(h) No conflict of interest
If there is an election committee separate from the board, no member of the committee, or relative of a member, can run in the election. If the board is acting as the election committee, any director who wishes to run in the election, or who has a relative who wishes to run, has to declare a conflict of interest and cannot be involved in any board decisions or activities related to the election. The conflict-of-interest rules in the by-laws will apply. If a conflict of interest is not declared, the director and all relatives are not eligible to run for the board. Someone who is running for election or re-election cannot chair any part of a members' meeting where there are elections.

3.2 Election Meeting

(a) Annual members' election meeting
Members elect the directors at the annual meeting, but elections can be scheduled for another meeting.

(b) Nominations
The election committee will present a list of candidates that have been nominated. Nominations from the floor at the election meeting are not permitted.

(c) Voting
Voting will be by secret ballot. The rules in the *Co-op Act* must be followed. These include:

- Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted.
- Members cannot vote more than once for a candidate.
- Members cannot appoint someone else to vote for them.

(d) Advance voting
Members can vote in advance at the co-op office or another polling station set up by the election committee. The committee will notify all members of the days and hours when they can vote. Members may have to provide identification. They will be given a ballot to fill in in secret. The filled-in ballots will be put in a sealed box that will not be opened until the election meeting.

(e) Special circumstances
If members cannot vote at the office or polling station because of special circumstances, such as illness or absence during polling hours, they can contact the office or the

election committee. The committee can arrange for two persons to meet a member at the office or their unit, give them a ballot and put the ballot into a sealed box.

(f) Quorum requirements
There must be a quorum at the election meeting until the final vote is cast. There does not have to be a quorum while the votes are being counted and when the results of the vote are announced.

(g) Most votes
The candidates with the most votes are elected to the board. The number of votes for each candidate or the order in which they finished should not be announced. If applicable, there will be an announcement of:

- the names of candidates tied for the last position
- the names of candidates elected for a full term and for a partial term.

(h) Tie vote
If there is a tie for the last position for a full or partial term, the election committee will meet and decide by chance (such as flipping a coin). There will be no announcement that there was a tie.

(i) Acclamation
If the number of nominees is equal to the number to be elected or less, the chair will declare that the candidates are elected by acclamation.

(j) Lower number elected
If the number of directors elected is lower than the positions available, the vacancies can be filled by the board under section 5.1 (Vacancies).

3.3 Recount

(a) Immediate recount
A member can move to have a recount immediately after the results are announced. If a quorum is still present and at least nine members support the motion, there will be an immediate recount. One of the members who supported the motion can be present during the counting.

(b) Special recount meeting
If there has not been an immediate recount, five percent of the members can requisition a special members' meeting to recount the votes. This requisition must be received during the seven days following the election meeting. There will be a recount at the meeting. One of the members who signed the requisition can be present during the counting. Until the recount, the results announced at the election meeting will stand.

(c) Used ballots

The election committee or the chair will destroy the ballots, counting records and any electronic records right after a recount. If there is no recount at the election meeting, those items will be kept in a safe place during the seven days following the election meeting. They will be destroyed on the eighth day unless a recount meeting has been requisitioned under this section.

Article 4: Board Procedures

4.1 E-mail notices

Any director can agree in writing to accept notices by e-mail. E-mail can be used to give those directors notices of board meetings, agendas of board meetings and reports and other documents related to board functions. Highly sensitive materials should not be sent by e-mail, but should be distributed at the meeting and all copies should be collected afterwards.

4.2 Phone Meetings

Any or all directors can participate in a board meeting by conference phone or other equipment where all the directors can communicate with each other simultaneously and instantaneously. A director participating in those ways is considered to be present at the meeting.

4.3 Resolutions in Writing

The directors can pass a motion by signature (except a motion to end a member's membership and occupancy rights). The motion must be in writing and signed by all directors. Signature can be in person, by e-mail of a scanned document or through an electronic signing service. Resolutions or motions passed in this way will be included with the minutes of the next board meeting. The same confidentiality requirements apply as if the matter came up at a board meeting.

4.4 Board Polls

(a) Effect of board poll
If no director objects, a board poll can be used to get an advance opinion from the directors. A board poll is not a legal decision. The results have to be reported to the next board meeting. The board poll becomes a legal decision if the board passes a motion to confirm it or all directors sign a resolution in writing to confirm it.

(b) Procedure for board poll
A board poll can be arranged by a decision of the board, by the president or vice-president or by the manager. The poll can be conducted by e-mail, telephone or in other way. All directors will be given the same information and the opportunity to state their position on the issue.

(c) Acting on board poll

Before the next regular board meeting, action can be taken as a result of a board poll only if

- the result of the board poll is confirmed by a special board meeting, which could be by telephone,
- the result of the board poll is confirmed by a resolution signed by all directors under section 4.3 (Resolutions in Writing), or
- the action is within the authority of the manager or another person who takes the action.

Article 5: Vacancies in Board

5.1 Vacancies

(a) When members do not elect enough directors
When the members do not elect the full number of directors at an election meeting, the board can appoint a qualified person to fill the vacancy.

(b) If no board quorum
If there is a vacancy and the board no longer has a quorum, the remaining directors must appoint or serve as an election committee. Article 3 (Board Elections) will apply. The remaining directors must call a members' election meeting as soon as possible after the nomination deadline to elect directors to serve the rest of the terms of the former directors.

(c) If meeting not called
If the remaining directors do not call the members' meeting under the previous paragraph, then any member can call the meeting. The meeting must permit electronic attendance. At the meeting the members elect directors to serve the rest of the terms of the former directors. Candidates must be nominated from the floor and seconded. Section 2.3(d) (Voting - Secret Ballot) applies.

(d) When the members remove a director
When the members remove one or more directors, they can elect any qualified person for the rest of the term of the former director. They can do this only if the meeting permits electronic attendance. Candidates must be nominated from the floor and seconded. Section 2.3(d) (Voting – Secret Ballot) applies. If they do not elect a replacement, the board can appoint a qualified person to fill the vacancy. If the board no longer has a quorum, paragraphs (b) and (c) of this section will apply.

(e) When vacancies occur for any other reason
When there is a vacancy on the board and the previous paragraphs of this section don't apply, the board can appoint a qualified person for the rest of the term of the former director. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

Article 6: Confidentiality Situations

6.1 No Recording of Meetings

(a) Recording co-op meetings
People present at a co-op meeting can take notes but are not allowed to record the meeting, whether by tape or any other device. This includes members' meetings, board meetings and committee meetings. It includes the participants in the meeting, such as directors or committee members, and also members and guests. It applies whether the people are present in person or by conference phone, electronic or other equipment.

(b) Board authorization
The board can authorize taping or recording of meetings to help in minute-taking or for other reasons. Only the board can give the authorization, whether it is for a board, members' or committee meeting. The motion to authorize taping or recording must be recorded in the minutes of a board meeting.

6.2 Electronic Entry and Security Systems

(a) Electronic records
The co-op may have security cameras, key fobs or other systems that automatically create records. These are called electronic records in this section. They are considered confidential information under this By-law.

(b) Approval at a members' meeting
The installation of any new electronic records system, or any major change in an existing system, requires approval at a members' meeting. The board can approve other changes, such as relocation of a security camera.

(c) Location of security camera screens
Live monitors, computer or television screens that show images from security cameras will be placed so that only authorized staff can see them. A motion at a members' meeting can decide something else. This does not apply if the co-op has arranged for direct viewing on a cable or similar channel.

(d) Checking electronic records
Electronic records will be checked as necessary by authorized staff. No one else can see them except as stated in this section.

(e) Discarding electronic records
The board will decide on a normal time frame for discarding or recycling each kind of electronic record unless one of the following applies:

- The manager is aware of an incident or situation where the records may shed light on the problem in the future.

- Someone has submitted an incident report or complaint where the manager believes the records could be relevant.
- The manager feels the records could be relevant in a legal proceeding.
- The manager has received an indication that the records should be kept as evidence.

6.3 Incidents

(a) Use of records
When the manager is reporting to the board on any incident, complaint or situation, the manager should report to the board on what is shown by relevant paper, electronic and other records. The manager may show the record itself. Records will be made available to the police under a warrant and may be made available without a warrant when the manager thinks it is appropriate.

(b) Disputes between members
Paper, electronic and other records may be requested by someone who is having a dispute with someone else. If the records show information about someone who is not involved in the dispute, they will not be shown without that person's written consent unless the relevant information can be deleted. The following additional points will apply:

- The records will be kept if the manager is given notice that they may be needed.
- If both sides consent in writing, records may be reviewed by those involved or their lawyers or representatives.
- A member can submit a written request to the board to see the records. If the board decides to permit this, the records will be available to people on both sides of the dispute.
- Despite the above, the records will be shown or delivered in obedience to any subpoena or court order.

(c) Legal action
Paper, electronic and other records may be shown or sent to the co-op's lawyers or anyone investigating or dealing with an incident or complaint on behalf of the co-op. Paper, electronic and other records may be used in connection with any eviction or procedure in Court or at the Landlord and Tenant Board.

Article 7: Giving Notices

7.1 Scope of this Article

Notices relating to an eviction are governed by the Occupancy By-law. This Article is about other kinds of notices.

7.2 Notices to Members

(a) Number of notices
Only one notice or one copy of a document needs to be given for each unit.

(b) Delivery
Notices and documents can be

- handed personally to the member
- left with an adult in the member's unit
- left in the unit mailbox
- slid under the unit door or through a mail slot in the door
- delivered in any other way to the member's unit
- put in the member's box in the co-op's internal mailbox system.

(c) Mail
Notices and documents can be given by ordinary mail to members at their co-op unit or the last known address where the member lives or works. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(d) Electronic mail
Members can sign a form consenting to notices by electronic mail. The form must state an e-mail address. Notices and documents can be given to those members by e-mail. They will be considered delivered at the time of sending. Members can change their e-mail address by notice to the co-op. Members can also cancel their consent to receive e-mail notices.

(e) Delivery by electronic mail
The following types of notices and documents can be delivered to members by e-mail if the member has consented under paragraph (d):

- notices of members' meetings, agendas and documents to be presented or discussed at a meeting
- notices about the co-op, the co-op property or co-op activities that the board or staff decides to send to all members or a large portion of the membership (such as all members on a floor)
- notices personal to a member or responses to e-mails from a member.

7.3 Notices to Co-op

(a) Delivery
Notices and documents can be given to the co-op by delivery to the co-op office. If the co-op does not have an office, the board should designate a place or person that members can use to give things to the co-op or get them from the co-op.

(b) Mail
Notices and documents can be given by ordinary mail to the co-op addressed to the co-op office. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(c) Electronic mail
Section 1.2(c) (Electronic Notices and Documents) states rules about when notices and documents can be signed or delivered electronically. Members can sign or deliver those documents to the co-op by e-mail at an address set by the co-op. They are considered delivered at the time of sending.

(d) Exceptions
The following are some examples of documents that may *NOT* be signed or delivered electronically unless a by-law says something else:

- applications for membership
- credit check authorizations
- occupancy agreements, including all attachments, schedules and appendices
- statements of income and household composition, as applicable
- co-signer or guarantee agreements
- long-term guest agreements
- sub-occupancy agreements
- requisitions or petitions
- Directors' Ethical Conduct Agreements, Confidentiality and Conflict of Interest Agreements, Consents to serve as Director or any similar documents
- confidential information complaints
- human rights complaints
- other complaints under co-op by-laws.

7.4 Defects in Notice

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice or a document to someone. It also includes someone not receiving a notice or document that has been delivered or sent.