

Greenvale Co-operative Homes Inc.

By-law No 43

Conflict of Interest

This By-Law Replaces By-Laws 33 & 34

Passed by the Board of
Directors on March 29, 2012

Confirmed by the Members
on November 24th, 2012.

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Article 1: What is Conflict of Interest?

1.1 Background

- (a) The housing provider recognizes it is good business practice to avoid Conflicts of Interest.
- (b) This By-Law sets out how the housing provider addresses Conflicts of Interest including implementing the requirements of Ontario Regulation 339/01 and NRH local policy.

1.2 All director, officers, committee members 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. Directors understand that they must follow the co-op's by-laws and the operating agreement with the province regarding conflict of interest. This by-law also covers all persons in their households and all their relatives.

1.3 Conflict of Interest means a situation where:

- i) the personal or business interests of a director, officer, agent, or employee of a housing provider are in conflict with the interests of the housing provider.
- ii) a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, officer, agent or employee or a person related to any one of them as a result of a decision by the housing provider.
- iii) the housing provider, in offering housing accommodation or in setting occupancy charges, giving any advantage or privilege to directors who are members that is not available to members who are not directors.

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.

2.2 When a director has or may have a conflict of interest

The board shall have Conflict of Interest as a regular agenda item at the beginning of each meeting of the Directors, general members meeting or annual general meeting.

The director must declare the conflict of interest, or possible conflict of interest, in writing at or before the board meeting considering the matter. 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.

2.3 Potential or Perceived Conflict of Interest – When a potential or perceived Conflict of Interest is raised before or during a board meeting, then:

(a) the party to the potential or perceived conflict must leave the meeting; and,

(b) the board shall decided if there is a Conflict of Interest.

2.4 If the board decides that there is a conflict of interest the director can not vote on the matter and must not be present at any of the parts of the meetings when the matter is discussed.

2.5 Financial Conflicts of Interest

This paragraph applies in addition to paragraph 2.2 if a director has or may have a financial conflict of interest.

The board can enter into a contract or agreement if the board believes that their decision is in the best interest of the co-op and is appropriate for a body that receives significant public funding.

Where there is a financial conflict of interest and the board enters into the contract they must report it at the next meeting of the members.

If the board does not enter into the contract or agreement the minutes must reflect this.

2.6 When a committee member has or may have a Conflict of Interest

A committee must follow the same procedure 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.

2.7 When an employee has or may have a Conflict of Interest

An employee who has or may have a conflict of interest must report it to the employee's 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 decisions.

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.

2.8 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 interest of the co-op as a whole.

- 2.9** These procedures are in addition to, and do not replace, the requirements of the *Co-operative Corporations Act* (Section 98 attached: Schedule A).
- 2.10** Where the Conflict of Interest is on-going or is not easily resolved, the housing provider is required to have clear, concise and written procedures detailing how an on-going Conflict of Interest is declared, isolated and resolved which is approved by the board and NRH.
- 2.11** The housing provider shall maintain a Conflict of Interest file containing all declarations, reports and minutes pertaining to Conflict of Interest and Potential or Perceived Conflict situations.
- 2.12** The housing provider is required to have all directors, officers, agent and employees sign a form acknowledging that the individual has been provided with a copy of the Conflict of Interest By-law, has read it and fully understand their responsibility to declare a potential or actual Conflict of Interest in accordance with the By-law. The declaration should be signed when a director, officer, agent or employee first takes a position with the housing provider or begins their employment with the housing provider or when the revised Conflict of Interest By-law comes into force. A copy of the declaration must be retained in the Conflict of Interest file for the full period of the director, officer, agent or employee's involvement or employment with the housing provider. A copy of the declaration is attached as Schedule F.

Article 3: Avoiding Conflict of Interest

- 3.1** The board will promote fair, open and objective business policies and practices in all its purchasing, contracting and hiring.
- 3.2** The board and staff must follow the procedures set out in the Spending By-law.
- 3.3** The housing provider shall not enter into a relationship, arrangement, contract or agreement with any person in a way that creates a Conflict of Interest, provided that a notice of potential; perceived or actual or Conflict of Interest has been delivered to NRH and NRH agrees there is no reasonable alternative, the housing provider may enter into a relationship, arrangement, contract or agreement that normally would be a Conflict of Interest, given specific conditions to limit the Conflict of Interest as set out by the housing provider and approved by NRH.
- 3.4** The housing provider shall closely monitor its relationships, arrangements, contracts and agreements, and not engage in any that may result in a Conflict of Interest. The Directors, individually and collectively, shall ensure compliance with this requirement.
- 3.5** Subject to employment law in force in Ontario and any collective-bargaining agreements to which the housing provider is party, all relationships, arrangements, contracts or agreements of the housing provider should include a clause permitting the housing provider to terminate the relationship, arrangement, contract or agreement if the housing provider or NRH requires such termination in order to resolve a Conflict of Interest.
- 3.6** Except as set out in subsection 3.3, a Director shall resign from his/her position before the housing provider's board of directors deliberates, issues a tender, or votes on a contract or employment position for which the Director intends to compete.
- 3.7** Except in the circumstances set out in subsection 3.3, no former director or officer may apply for employment with the housing provider or seek to enter into a contract to supply services to the housing provider directly or indirectly for a period of one (1) year following the date s/he ceases to be a Director or Officer.

- 3.8** Purchase or Lease of Land – Where the housing provider purchases or leases land, it shall not purchase or lease such land from:
- a) an individual; or
 - b) a corporation which has a shareholder, director or officer; who is a director, officer, agent, employee, development consultant/resource group, architect or other technical consultant, real estate agent, or environmental consultant of the housing provider or any persons related to one of them.

Article 4: Payment of Directors and/or Members

- 4.1** Directors, officers and/or member volunteers serve without payment of any kind. However, they have the right to be paid for travelling or other expenses while doing business for the co-op as long as the expenses are approved by the board. The board must authorize these expenses. These expenses must meet any guidelines and limits set by the board. Directors, officers and/or member volunteers can not receive compensation for lost income while doing business for the co-op.
- 4.2** Despite anything else in this by-law, directors, officers and/or member volunteers can not enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.

Article 5: Promoting Fair and Objective Business Practices

- 5.1** Greenvale shall invite as many contractors to bid on a job to ensure that at least three qualified bidders submit a bid, or publicly tender all contracts costing over \$14,999.99.
- 5.2** In considering tenders, the board of directors will strike a tendering committee made up of members, no directors will be allowed, that will do the following:
- a) consider the quality of the goods and services to be provided;
 - b) base its decision on written specifications outlining resources, timing, costs and fees.
 - c) will receive bids and report to the board of directors about their suggestion of the best choice for Greenvale.
 - d) the board will make the spending decision based on the suggestions and information received from the tendering committee.
- 5.3** Where the lowest bid is not chosen by the board of directors, Greenvale shall ensure that the reasons are documented and approved by the board in the form of a board resolution.
- 5.4** Greenvale shall obtain a minimum of three written quotes for any contract costing between \$2,000.00 and \$14,999.99 in any fiscal year, and adopt clear, fair and written procedures for the awarding of contracts under \$2,000.00. Contracts that are under \$2,000.00 should be awarded based on the best value for money.
- 5.5** Where Greenvale participates in the co-op cost cutters program, the procedures of the co-op cost cutters program shall replace the housing provider's internal procedures for competitive acquisition of goods and services for the duration of the housing provider's participation in the cooperative purchasing program. The housing provider shall report its participation in such programs to NRH on an annual basis.
- 5.6** Greenvale will follow the recommended Purchasing and Tendering processes as outlined in this By-law, including:

- a) For contracts with an estimated value of between \$2,000.00 and \$14,999.99 related to a specific project with a limited time-frame and which can be clearly defined, the housing provider shall seek an appropriate supplier by:
 - i) preparing terms of reference for the work,
 - ii) seeking three competitive bids with associated fixed-price quotations, and
 - iii) awarding the contracts based on an assessment of the qualifications of the supplier, the information provided in the proposal, and the price.

- b) For contracts with an estimated value exceeding \$15,000.00 which require ongoing provision of professional advice or specified goods and services to the housing provider, requiring knowledge of matters specific to the housing provider (such as legal advice, audit services or specialized technical advice), the housing provider shall seek an appropriate supplier by:
 - i) preparing terms of reference for the work,
 - ii) inviting offers of service by:
 - 1) giving notice by public advertisement of the requirement to engage the services (Public Tender),
 - 2) inviting submissions from those individuals or firms who appear best qualified to meet the requirements of the engagement or to pre-qualified firms (Invitational Tender).
 - iii) rate the offers of service against the terms of reference to identify the offer of service which represents the best value for money based on the qualifications of the supplier, the information provided in the proposal, and the price; and
 - iv) select the firm offering the best value for money.

- c) Greenvale shall keep records of all contracts and tenders, the list of bidders, their submissions and fees, the decisions of the cooperative, and any other related materials in a Purchasing/Tender file.

5.7 Where Greenvale is purchasing professional or consulting services the same monetary limitations identified under Section 5.1, 5.4 and 5.7 will apply to all professional fees for service contracts or consulting contracts.

5.8 Emergencies – Where an emergency prevents the housing provider from following other provisions of this By-law, the housing provider shall:

- a) employ without a call for proposals the individual or firm in whom the housing provider has the greatest confidence in regard to a particular requirements of the housing provider in dealing with this emergency;
- b) ensure the employment of the individual or firm lasts no longer than necessary to deal with the emergency; and
- c) keep records of the appointment of the employment and remuneration of the individual or firm.

5.9 Employment Contracts – The housing provider shall implement documented, open and competitive practices for employment opportunities which are not inconsistent with:

- a) any collective bargaining agreement of the housing provider; and
- b) other fair labour practices as set out in the Personnel Policy of the housing provider.

Article 6: Information to Niagara Regional Housing

6.1 The board must report to Niagara Regional Housing the minutes of any meeting where the board decides to enter into a contract or agreement with a Conflict of Interest. The minutes must record the options the board considered and the board's decision. The minutes must also show how the board's decision was in the best interest of the co-op and is appropriate for a body that receives significant public funding.

6.2 The notification to NRH shall include one of the following:

- a) if a person filed a declaration of a potential or perceived Conflict of Interest and the board decided there was in fact no such conflict, a declaration to that effect and a request that NRH ratify this decision; or
- b) if a Conflict of Interest exists which may be resolved in accordance with this By-law and Ontario Regulation 339/01, notification of how the housing provider has resolved the Conflict of Interest and a request that NRH ratify such resolution, or
- c) if a Conflict of Interest exists which the board is unable to resolve in accordance with this By-law and Ontario Regulation 339/01, or the Conflict of Interest is of “on-going” nature, a request that NRH issue instructions for resolving the Conflict of Interest. These requests are part of the attached Schedule E.

6.3 **Conflict to be Resolved to NRH’s Satisfaction** – If NRH issues instructions regarding an alternative to a decision made by the board under subsection 6.2 a) or b) or a resolution under subsection 6.2 c) the housing provider will act in accordance with NRH’s instructions.

6.4 **Management Contracts** – The property manager/management or operational services company/development consultant of the housing provider shall not have a direct or indirect interest in any other business that provides advice, goods or services to the housing provider.

6.5 **Housing Provider Staff** – If staff who are responsible to assign contracted work, approve contracted work, authorize payment for contracted work and who may also be a payment authority for the housing provider, should use these same contractors for personal purposes, they must declare a potential, perceived or actual Conflict of Interest where this has occurred and the Conflict of Interest must be resolved to the satisfaction of the Board of Directors and NRH.

Article 7: Declarations

7.1 All directors and staff must sign the Conflict of Interest Declaration, Director’s Code of Conduct and the Agreement on Ethical Conduct for Directors (Schedule B). Directors and staff will sign when they begin their term, and existing directors and staff will sign annually.

CERTIFIED to be a true copy of By-law No.43 of Greenvale Co-operative Homes Inc, passed by the board of directors at a meeting held on the _____ day of _____, 20__ and confirmed by a two-thirds majority at a meeting of members held on the _____ day of _____,20__.

_____ c/s
President

_____ c/s
Secretary

Schedule A

Section 98 from the Co-operative Corporations Act

- 98.** Disclosure by directors of interest in contracts
- (1) Every director of a co-operative who has, directly or indirectly, any interest in any contract or transaction to which the co-operative or a subsidiary thereof is or is to be a party, other than a contract or transaction in which the director's interest is limited solely to his or her remuneration as a director, officer or employee, shall declare his or her conflict of interest in such contract or transaction at a meeting of the directors of the co-operative and shall at that time disclose the nature and extent of such interest including, as to any contract or transaction involving the purchase or sale of property by or to the co-operative or a subsidiary thereof, the cost of the property to the purchaser and the cost thereof to the seller, if acquired by the seller within five years before the date of the contract or transaction, to the extent to which such interest or information is within the directors' knowledge or control, and shall not vote and shall not in respect of such contract or transaction be counted in the quorum.
- Interest to be material
- (2) Subsection (1) does not require the disclosure of any interest in any contract or transaction unless,
- (a) the interest and the contract or transaction are both material; or
- (b) the subject of the contract or transaction is of a type not available to all members of the co-operative.
- When declaration of interest to be made
- (3) The declaration required by this section shall be made at the meeting of the directors at which the proposed contract or transaction is first considered, or if the director is not at the date of the meeting interested in the proposed contract or transaction, at the next meeting of the directors held after he or she becomes so interested, or if the director becomes interested in a contract or transaction after it is entered into, at the first meeting of directors held after he or she becomes so interested, or if a contract or proposed contract or transaction is one that in the ordinary course of the co-operative's business, would not require approval by the directors or shareholders, at the first meeting of the directors held after the director becomes aware of it.
- Effect of declaration
- (4) If a director has made a declaration and disclosure of his or her interest in a contract or transaction in compliance with this section and has not voted in respect of the contract or transaction at the meeting of the directors of the co-operative, the director, if he or she was acting honestly and in good faith at the time the contract or transaction was entered into, is not bey reason only of holding the office of director accountable to the co-operative or to its members for any profit or gain realized from the contract or transaction, and the contract or transaction, if it was in the best interest of the co-operative at the time the contract or transaction was entered into, is not voidable by reason only of the director's interest therein.

Confirmation by members

(5) Despite anything in this section, a director, if he or she was acting honestly and in good faith, is not accountable to the co-operative or to its members for any profit or gain realized from any such contract or transaction by reason only of holding the office or director, and the contract or transaction, if it was in the best in of the co-operative at the time it was entered into, is not by reason only of the director's interest therein voidable,

(a) if the contract or transaction is confirmed or approved by at least two thirds of the votes cast at a general meeting of the members duly called for that purpose; and

(b) if the nature and extent of the director's interest in the contract or transaction are declared and disclosed in reasonable detail in the notice calling the meeting.

General notice of interest

(6) For the purpose of this section, a general notice to the directors by a director declaring that he or she is a director or officer of or has a material interest in a person that is a party to a contract or a proposed contract with the co-operative is a sufficient declaration of interest in relation to any contract so made. R.S.O. 1990, c.C35,s.98

Schedule B

Conflict of Interest Declaration

Greenvale Co-operative Homes Inc.

I agree that I will act honestly, in good faith, and in the best interests of the co-op. I must avoid conflicts of interest, both direct and indirect. I will always put the interests of the co-op before my personal interests. I promise to declare in writing any possible Conflict of Interest that I have, or may have, in connection with any co-op contract, business or proposed business as soon as it occurs. The board will deal with the Conflict of Interest using the procedures set out in the Conflict of Interest By-law #43. I agree that I have read this bylaw and fully understand the meaning of conflict of interest.

Name:

Signature:

Date:

Declaration to be signed annually by directors and staff.

Directors' Code of Conduct

Greenvale Co-operative Homes Inc.

- a) Directors have authority only as a board. They have no individual authority. Between meetings they have no authority unless the board has given them authority to do something. For example, the board may ask a director to meet a member, to write a letter or to sign a document.
- b) The board may delegate authority to any individual director, committee, employee or member. However, the final authority and responsibility stays with the board.
- c) Directors must avoid conflicts of interest, both direct and indirect. They must always try to put the interest of the co-op before their own personal interests. They must declare any conflict of interest in writing at a board meeting as soon as it occurs. The board will deal with the Conflict of Interest using the procedures set out in the Conflict of Interest By-law #43.
- d) A director who disagrees with a proposal the board is considering must say so.
- e) All directors will state their position clearly when the board is making an important decision.
- f) Each director must keep confidentiality and follow the board's policy on confidentiality.
- g) Each director will obey the By-laws and rules of the co-op and will pay housing charges on time.
- h) All directors will remain open to other points of view and options. They will not act defensively when members question or disagree with their decisions.
- i) All directors will work together for the good of the co-op. They will not let personal dislikes or grudges affect their decisions.

j) The board will not tolerate racist slurs from any director. It will not allow any statements which put down, or show lack of respect for, any member or staff person, especially negative comments concerning:

- Gender
- Origin
- Income
- Physical, Mental or Developmental Disability, or
- Sexual Orientation

I have read and understand the co-op's Code of Conduct and agree that I will follow it.

Name:

Signature:

Date:

Declaration to be signed annually by directors.

Agreement on Ethical Conduct For Directors

Greenvale Co-operative Homes Inc.

I, _____, am a director of Greenvale Co-operative Homes Inc. I declare that in carrying out my duties as a director of Greenvale Co-operative Homes Inc. during my term of office:

1. I will use the powers and undertake the duties of my office honestly, in good faith and in the best interests of Greenvale Co-operative Homes Inc. In doing so, I will exercise the care, skill and diligence of a reasonably prudent person in comparable circumstances.
2. I will observe and honour Greenvale Co-operative Homes Inc.:
 - a) Articles of Incorporation, Charter and By-laws;
 - b) Policies adopted and approved by the Board of Directors; and
 - c) Decisions taken by resolution of the membership.
3. I will publicly support the policies and positions of Greenvale Co-operative Homes Inc. as approved by the Board of Directors.
4. I will keep confidential all information I learn about matters specifically determined by board motion to be matters of confidence. Where I am uncertain in determining whether something is a matter of confidence, I will seek direction by way of a resolution of the Board of Directors.
5. I will publicly support actions taken by Greenvale Co-operative Homes Inc. staff and Board to implement programs and achieve objectives contained in Greenvale Co-operative Homes Inc. approved By-laws, plans and budgets.
6. I will at all times strive to place the interests of the Board of Directors ahead of my personal interest and to declare immediately any Conflicts of Interest that arise.

7. I will be deemed to have resigned as a director on the date:
 - a) I make an assignment into bankruptcy;
 - b) I am refused a bond.

8. When I am in a situation where my continued presence on the Board of Directors would cause embarrassment to Greenvale Co-operative Homes Inc., or would undermine member confidence, including failing to maintain good standing as a member of Greenvale Co-operative Homes Inc.:
 - a) I will immediately resign; or
 - b) I will ask the Board to determine the matter and then resign if there is a determination not in my favour; or
 - c) I will resign where the Board makes a determination not in my favour after the Board raises the matter itself.

A Board determination must be made by a vote of two-thirds of the directors attending a meeting after I have been given the opportunity to be heard by the other members of the Board.

I have read and understand the co-op's Agreement On Ethical Conduct and agree that I will follow it.

Name:

Signature:

Date:

Notes (For the purpose of this agreement):

1. Member in "good standing" means not being in default for fees or charges payable to Greenvale Co-operative Homes Inc.
2. The Board of Greenvale Co-operative Homes Inc., can determine matters of embarrassment or matters tending to undermine member confidence, which may include, by way of example, charges under the Criminal Code relating to spousal assault, theft from an employer, or other matters which in the sole and absolute discretion of the Board could bring the reputation of Greenvale Co-operative Homes Inc., into disrepute either with its members or generally.

Schedule C
Excerpt – Ontario Regulation 339/01 – Conflict of Interest

4. (1) This section applies to a housing provider in addition to the provisions of the Act listed in subsection 3 (1) to which the housing provider is subject. O. Reg. 339/01, s. 4 (1).
- (2) A conflict of interest exists if any of the following situations occur:
1. The personal or business interests of a director, officer, agent or employee of housing provider are in conflict with the interests of the housing provider.
 2. A personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, officer, agent or employee of the housing provider or a person related to one of them as a result of a decision by the housing provider. O. Reg. 339/01, s.4(2)
- (3) A director, officer, agent or employee of the housing provider shall not enter into any situation, arrangement or agreement which results in a conflict of interest. O. Reg. 339/01, s. 4(3).
- (4) Directors, officers, agents and employees of the housing provider must notify the chair of the board of directors of the housing provider of every potential or actual conflict of interest no later than the first meeting of the board after the director, officer, agent of employee becomes aware that he or she has entered into a situation, arrangement or agreement that results in or may result in a conflict of interest. O. Reg. 339/01, s. 4 (4)
- (5) The board of directors shall consider the notice given under subsection (4) no later than the second meeting of the board after the notice is given and consideration of the notice must be reflected in the minutes of the meeting. O. Reg. 339/01, s. 4 (5).
- (6) The chair of the board shall notify the service manager in writing of the receipt of every notice under subsection (4) and the board of directors shall resolve every conflict of interest or potential conflict of interest to the satisfaction of the service manager. O. Reg. 339/01, s. 4 (6).

- (7) Despite subsection (3), a director, officer, agent or employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, privilege or remuneration from the housing provider if all the following conditions are satisfied:
1. A notice of the conflict of interest or potential conflict of interest is given in accordance with subsection (4).
 2. The service manager agrees that there is no reasonable alternative for the housing provider other than entering into the situation, arrangement or agreement that results in or may result in the conflict of interest. O. Reg. 339/01, s. 4 (7).
- (8) For the purposes of this section, a person related to a director, officer, agent or employee includes a parent, spouse, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent, or a person with whom the director, officer, agent or employee has a business relationship. O. Reg. 339/01, s. 4 (8). O. Reg 341/05, s. 1(1).
- (9) In this section,
- “child”, in relation to an individual, means a child of the individual born within or outside marriage (unless that child has been adopted by one or more other individuals in Ontario or according to the law of another jurisdiction), a child adopted by the individual in Ontario or according to the law of another jurisdiction, and a child whom the individual has demonstrated a settled intention to treat as a child of his or her family, but does not include a child placed in the individual’s home as a foster child for consideration by another person having lawful custody; (“enfant”)
- “parent”, in relation to an individual, means a natural parent of the individual (unless the individual has been adopted by one or more other persons in Ontario or according to the law of another jurisdiction), an adoptive parent of the individual who has adopted the individual in Ontario or according to the law of another jurisdiction, and a person who has demonstrated a settled intention to treat the individual as a child of his or her family, but does not include a person in whose home the individual has been placed as a foster child for consideration by another person having lawful custody; (“pere ou mere”)

“spouse”, in relation to a person, means, (a) an individual who, together with the person, has advised the housing provider that the individual and the person are spouses, or (b) an individual who is residing in the same dwelling place as the person, if the social and familial aspects of the relationship between the individual and the person amount to cohabitation and,

- i) the individual is providing financial support to the person,
- ii) the person is providing financial support to the individual, or
- iii) the individual and the person have a mutual agreement or arrangement regarding their financial affairs. (“conjoint”) O. Reg. 339/01, s. 4 (9); O. Reg. 341/05, s. 1 (2–4).

Replacement of Conflict of Interest Rules

5. The Conflict of Interest provisions set out in section 4 may be replaced for a housing provider by rules agreed to by the housing provider and the service managers for all areas in which its housing projects are located, in accordance with subsection 93 (3) of the Act. O. Reg. 339/01, s. 5.

Expenses and remuneration, directors

6. (1) A housing provider shall not pay remuneration to a director other than amounts to reimburse the director for reasonable expenses incurred in the performance of the director’s duties as a director. O. Reg. 339/01, s. 6 (1).
- (2) A housing provider may employ a director if,
- a) the director resides in the housing provider’s housing project and is employed by the housing provider on a part-time or temporary basis; or
 - b) the director does not reside in the housing provider’s housing project and is employed by the housing provider to carry out functions of a non-supervisory and non-managerial nature and the housing provider has,
 - i) five or fewer directors and not more than one-fifth of the directors are employed by the housing provider to carry out the same function. O. Reg. 339/01, s. 6(2).

- ii) more than five directors and not more than one-fifth of the directors are employed by the housing provider to carry out the same functions. O. Reg. 339/01, s. 6(2).
- (3) Despite subsection (1), a housing provider may pay reasonable remuneration to a director employed in accordance with subsection (2) in respect of his or her employment functions. O. Reg. 339/01, s. 6(3).

**Schedule D
To
By-law # 43**

Summary of Obligations

This is a summary of the Conflict of Interest rules set out in Ontario Regulation 339/01, for all housing providers subject to the Social Housing Reform Act, 2000.

1. A Conflict of Interest is defined as a situation where:
 - i) the personal or business interests of a director, officer, agent or employee of a housing provider are in conflict with the interests of the housing provider; or
 - ii) a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, officer, agent, employee, or a person related to them as a result of a decision by the housing provider.
2. “A person related to a director, officer, agent, employee” includes a parent, spouse, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law, grandparent, a person with whom the director, officer, agent or employees has a business relationship.
3. A director, officer, agent or employee of the housing provider shall not enter into any situation, arrangement or agreement that results in a Conflict of Interest.
4. Directors, officers, agents and employees of the housing provider must notify the Chair of the Board of Directors of the housing provider of every potential or actual Conflict of Interest no later than the first meeting of the board after the director, officer, agent or employee becomes aware that s/he has entered into a situation, arrangement or agreement that results in or may result in a Conflict of Interest.

5. The Board of Directors shall consider any notice given under paragraph 4 no later than the second meeting of the board after the notice is given. The consideration of the notice must be reflected in the minutes of the meeting.

6. The Chair of the Board of Directors shall notify Niagara Regional Housing (NRH) in writing of the receipt of every notice under paragraph 4, and the Board of Directors shall resolve every Conflict of Interest or potential Conflict of Interest to the satisfaction of NRH.

7. Despite paragraph 3, a director, officer, agent, employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, privilege or remuneration from the housing provider if both the following conditions are satisfied;
 - i) a notice of the Conflict of Interest or potential Conflict of Interest is given in accordance with paragraph 4; and

 - ii) NRH agrees that there is no reasonable alternative for the housing provider other than entering into the situation, arrangement or agreement that results in or may result in the Conflict of Interest.

8. The Conflict of Interest provisions set out above may be replaced for a housing provider by rules agreed to by the housing provider and NRH for all areas in which its projects that are subject to the Social Housing Reform Act, 2000 are located.

**Schedule E
To
By-law # 43
Notification of a Potential, Perceived or Actual Conflict of Interest**

Part 1: Greenvale Co-operative Homes Inc.
Contact Person: -----
Address: 59-61 Francis Creek Blvd.
 St. Catharines, ON L2W 1B8

Part 2: (to be completed by the director, officer, agent or employee with the conflict)

Name: -----
Address: -----

Briefly describe the potential, perceived, or actual conflict (add any relevant supporting documentation)

Signature/Date

Part 3: (to be completed by the Chair of the Board or Designate)

Date of Receipt of Notice: -----

Date of Meeting at which the Conflict was considered: -----

Did the Board decide a Conflict of Interest existed as set out in Part 2 above? -----

If No, go to part (a)

If Yes, go to part (b)

(a) If no, complete the following declaration:

“I certify that the Board of Directors described above decided that in fact no Conflict of Interest exists. I request ratification by Niagara Regional Housing of this decision of the housing provider”

Signature/Date

(b) If yes, was the conflict resolved in accordance with the housing provider’s By-laws, O. Reg 339/01 and NRH’s local policy?

Complete only one of the two boxes below:

Yes, briefly describe the resolution of the conflict (add any relevant supporting documentation)

“I certify this is a true record of the Conflict of Interest and its resolution. I request ratification by Niagara Regional Housing, of the decision of the housing provider.”

Signature/Date

No, briefly describe why the conflict could not be resolved (add any relevant supporting documentation)

“I certify this is a true record of the Conflict of Interest and that the housing provider was unable to bring about a resolution. I hereby request instruction from Niagara Regional Housing, regarding resolution of this Conflict of Interest.”

Signature/Date

Part 4: Niagara Regional Housing Response/Direction

Signature/Date

**Schedule F
To
By-law # 43
Acknowledgement of Receipt/Review of the Conflict Of Interest By-law**

Part 1: Greenvale Co-operative Homes Inc.
Contact Person: -----
Address: 59-61 Francis Creek Blvd.
 St. Catharines, ON L2W 1B8

Part 2: (to be completed by the director, officer, agent or employee with the conflict)

Name: -----
Position: -----

This will acknowledge and confirm that I have received, read and understand the housing provider's Conflict of Interest By-law and acknowledge that as a director, officer, agent, employee, I am required to comply with all terms and conditions of the Conflict of Interest By-law and O. Reg 339/01, s4, of the Social Housing Reform Act, 2000.

I further acknowledge my responsibility to disclose to the housing provider and Niagara Regional Housing all potential or actual Conflicts of Interest, which, may arise or exist while acting in my role with the housing provider, in accordance with the approved Conflict of Interest By-law.

Signature/Date

Note: This declaration should be signed when a director, officer, agent or employee first takes a position with the housing provider or begins their employment with the housing provider or when the By-law comes into effect. A copy of the declaration must be retained in a Conflict of Interest file for the full period of the director, officer, agent, employee's involvement or employment with the housing provider.