

HORNEPAYNE HOUSING CORPORATION

BY-LAW NO. 1

Being a By-Law to govern the conduct of affairs related to the Hornepayne Housing Corporation.

BE IT ENACTED as a By-Law of the Corporation as follows:

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SECTION ONE – INTERPRETATION

1.01 DEFINITIONS

In the By-Laws of the Corporation, unless the context otherwise requires:

"Act" means the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended from time to time;

"Associate" includes, with respect to an HHC Director, Officer or Employee, any Director of the individual's immediate family, including a child, step-child, parent, sibling, in-law, spouse, common-law or same sex partner and any other person or entity with whom the individual Director does not deal with at arms-length;

"Board" means the Board of Directors of the Corporation;

"Board Committee" means any committee where a majority of Directors are Board Directors;

"Board Meeting" means a meeting of the Board for the purpose of making a decision or recommendation, the taking of an action or the giving of advice in respect of any matter of the HHC. A meeting of the Board of Directors for social, educational or purposes other than conducting Corporation business is not a Board Meeting;

"Board Director" means an individual appointed to the Board by the Council of the Township of Hornepayne;

"By-Laws" means this By-Law and all other By-Laws of the Corporation in force and effect from time to time;

"Chair" means the Board Director appointed to the position of Chair of the Board of the Corporation by the Board of Directors;

"Corporation" means the Hornepayne Housing Corporation;

"Council of the Township of Hornepayne" means a duly convened quorum of the designated number of Councillors elected from time to time to represent the citizens of the Township of Hornepayne pursuant to the *Municipal Elections Act, 1996*, S.O. 1996, c. 32, as amended;

"Project Manager" means the individual appointed by the Board as the Project Manager ("PM") of the Corporation;

"Minister" means the Minister of Municipal Affairs and Housing;

"Officer" means an Officer of the Corporation who may or may not be a Board Director i.e. Auditor, EDO. Officers are not entitled to a vote.

"Secretary" means the person appointed by the Board to be Secretary of the HHC;

"Resolution" means a resolution passed by at least two-thirds of the votes cast at a Board Meeting or by the consent, in writing, of such number of the Board Directors entitled to vote at such a meeting;

"Township of Hornepayne" means the municipal corporation known as the Township of Hornepayne;

"Treasurer" means the person appointed by the Board to be Treasurer of the HHC;

"Vice-Chair" means the Board Director appointed by the Board as Vice-Chair, in accordance with this By-Law.

1.02 INTERPRETATION

All terms which are used in the By-Laws of the Corporation and which are not otherwise defined shall have the meanings ordinarily ascribed to them. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative. In the event of any inconsistencies between the By-Laws of the Corporation, the *Municipal Act, 2001* and any regulations made under that Act, the order of precedence shall be the ordinary meaning ascribed to the words pursuant to this By-Law.

1.03 HEADINGS

The headings in this By-Law are inserted for convenience of reference only and shall not affect the construction or interpretation of this By-Law.

SECTION TWO - OBJECTS, POWERS AND AREA OF OPERATIONS

2.01 OBJECTS

The objects of the Corporation are as outlined in the Articles of Incorporation dated March 22nd, 2021, or as amended thereafter upon adoption of a business case by the Council of the Township of Hornepayne on October 21st, 2020.

2.02 POWERS

Except as limited by the Act, O. Reg. 599/06 re: Municipal Services Corporations, or otherwise at law, the Corporation has the capacity, rights, powers and privileges of a natural person for carrying out its objects. The Board and the Corporation shall exercise its powers in line with the strategic directions of the Township of Hornepayne as adopted by the Council of the Township of Hornepayne from time to time.

2.03 PROPERTY

The property of the Corporation is not charitable property and shall, upon amalgamation, division or dissolution, be returned to the Township of Hornepayne.

2.04 AREA OF OPERATIONS

The Corporation is to exercise its powers within the geographic boundaries of the Township of Hornepayne except when it is necessary to do so outside of those boundaries for the benefit of the Township of Hornepayne and its citizens and Municipal Council has given its prior approval by resolution.

2.05 AMENDMENTS TO LETTERS PATENT/ARTICLES OF INCORPORATION

Notwithstanding the adoption of a business case by the Council of the Township of Hornepayne, the Board may amend the Corporation's objects. For other amendments, the Board may proceed alone to amend the Letters Patent/Articles of Incorporation of the HHC under authority of its own resolution.

SECTION THREE - AFFAIRS OF THE CORPORATION

3.01 HEAD OFFICE

The head office of the Corporation shall be within the geographic boundaries of the Township of Hornepayne and at such location therein as designated in the Corporation's Letters Patent and as may be changed from time to time by amendment thereto.

3.02 CORPORATE SEAL

The Corporation may, but need not, have a corporate seal and, if one is adopted, it shall be in a form approved from time to time by the Board.

3.03 FINANCIAL YEAR

The fiscal year of the Corporation shall end on December 31st of each year.

3.04 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by a Board Director who holds the office of Chair of the Board or the Vice-Chair or Secretary upon the Chair's request or inability to perform such duties, and the PM. In addition, the Board may from time to time direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring same.

3.05 BANKING ARRANGEMENTS

The banking business of the Corporation, including any short-term investments, shall be transacted through the Corporation and its financial administration services and shall accord with the restrictions in the Act and its Regulations for such matters, as amended from time to time.

3.06 EXPENDITURES

Subject to its objects and the By-Laws, the Board shall have the power to authorize expenditures on behalf of the Corporation, from time to time, and may delegate by resolution to a Board Director or Officer the right to employ and pay salaries to employees.

3.07 AUDITORS

The Board shall utilize the auditor(s) appointed by the Council of the Township of Hornepayne to audit the accounts of the Corporation annually. The remuneration of the auditor(s) for this service shall be paid by the Corporation.

3.08 AMENDMENT OF BY-LAWS

Subject to the restrictions set out in the Act and O. Reg. 599/06 re: Municipal Services Corporation, any existing By-Law of the Corporation may be repealed or amended by a special resolution of the Board.

3.09 BOARD MINUTES

Approved Board minutes shall be submitted to the Township regularly for placement on Council agendas.

3.10 ANNUAL REPORT

An Annual Report on the affairs and operations of the Corporation for the preceding fiscal year shall be submitted to the Corporation to the Council of the Township of Hornepayne by June 30th of each year. The annual report shall include, but need not be limited to, audited financial statements for the Corporation for the fiscal year, and data and information relating specifically to development activities, reflecting any new initiatives, progress and achievements of the Corporation for the preceding year, state of the housing continuum and how it relates to Hornepayne, housing projects, building permit quantity and associated values, changes in overall assessment value and resulting property tax revenues, investment or growth fund achievements and asset transfers. The annual report shall be signed by the Chair and one other Board Director of the Corporation.

SECTION FOUR - BOARD OF DIRECTORS

4.01 BOARD DIRECTORS

Subject to these By-Laws and amendments thereto, the Board shall consist only of persons who have a background in business, industry, housing, real estate, economic development, marketing, governance, public administration, accounting, finance, law, communications, information management, health, education, forestry, mining, transportation, tourism, or Aboriginal economic development and management, who are appointed by the Council of the Township of Hornepayne after consideration of the above qualifications.

4.02 EXCLUDED PERSONS

Unless otherwise permitted by the Council of the Township of Hornepayne, no person shall be a Board Director of the Corporation if such person is:

- (a) a director, officer, employee or staff of an entity that receives assistance from the Corporation;
- (b) an employee of the Corporation;
- (c) an employee of the Township of Hornepayne; or
- (d) an associate of any person referred to in s. 4.02(a)(b) or (c).

4.03 NUMBER

There shall be no more than five (5) Directors of the Corporation with a mandatory two (2) Directors being current Members of the Council of the Township of Hornepayne. Further, the Council of the Township of Hornepayne will appoint the five (5) individuals to serve as the Board of Directors of the Corporation.

4.04 QUALIFICATIONS

In addition to the qualifications set out in Sections 4.01 and 4.03, each Director of the Board shall:

- (a) be at least eighteen years of age;
- (b) not be an undischarged bankrupt;
- (c) be a person interested in furthering the objects of the Corporation; and
- (d) attend Board Meetings on a regular basis.

4.05 RESIGNATION

Directors of the Board may resign at any time by proving a written letter of resignation to the Chair. The Chair may choose to make the resignation effective upon receipt if he/she deems it to be in the best interests of the Corporation. A Board Director shall remain liable for payment of any assessment or other sum levied or which may become payable by the Board Director to the Corporation or related third parties due to actions taken by the Director prior to the effective date and time of the resignation. Further, the Director remains bound by his or her obligations pursuant to the *Municipal Conflict of Interest Act*, *Municipal Freedom of Information and Protection of Privacy Act* and any By-Laws or policies of the Corporation after submitting their resignation, for actions taken by the Director prior to the effective date and time of the resignation.

4.06 TERM AND REAPPOINTMENT

The term of a Board Directors shall be as follows:

- (a) Council Members to be appointed for four (4) year terms;
- (b) Community members to be appointed for a three (3) year term for the Corporation start-up and thereafter, and at such time as necessary to fill Board vacancies, the replacement of the Community positions will occur as follows:
 - (i) One (1) Community member to be appointed for a two (2) year term;
 - (ii) One (1) Community member to be appointed for a three (3) year term; and,
 - (iii) One (1) Community member to be appointed for a four (4) year term.

This appointment system will ensure consistency in Board knowledge despite changes in directorship.

4.07 NON-TRANSFER OF DIRECTORSHIP AND VACANCIES

The office of a Board Director is not transferable. A Board Director ceases to be a Board Director:

- (a) upon the death or resignation of the Board Director;
- (b) when the Board Director's term of appointment expires and is not renewed;
- (c) when the Board Director's appointment is revoked by the Council of the Township of Hornepayne; or,
- (d) when the Board Director falls within any of the categories of excluded persons in this By-Law.

A Board Director who falls within the excluded categories in Sections 4.02 or 4.04 shall immediately inform the Chair of such fact and shall resign at that time.

4.08 DUTIES OF THE BOARD

The affairs of the Corporation shall be managed by the Board. See Section 6.

4.09 REMUNERATION

The Corporation shall provide remuneration to the Board Directors for expenses incurred in furtherance of their duties, as approved by the Board. The Corporation shall reimburse the Board Directors for reasonable travelling and other expenses properly incurred by them in attending Board Meetings, Board Committee Meetings, conferences, training seminars and other events, as approved by the Board. The Board Directors will not receive a per diem for their services, unless authorized and determined by the Council of the Township of Hornepayne.

4.10 OPEN MEETINGS

Board Meetings are open to the public, except in accordance with Section. 239 of the Municipal Act.

4.11 CONFLICTS OF INTEREST

The Board shall abide by the Corporation's Conflict of Interest Policy and by the requirements of the *Municipal Conflict of Interest Act*, R.S.O. 1990, c.M.50, as amended from time to time, which is binding upon Board Directors and Officers of the Corporation pursuant to the Act. The Board shall further ensure that the Corporation's operations are carried out without a conflict of interest by any Board Director, Officer or Employee of the Corporation.

4.12 POLICIES

The Board shall adopt and abide by its policies for procurement of goods and services, hiring of employees and its sale and disposition of land, as required by the Act. In absence of the Board adopting its own policies on behalf of the Corporation, which do not conflict with those listed in Article 4.11, the Board shall abide by the applicable policies of the Township of Hornepayne.

SECTION FIVE - COMMITTEES OF THE BOARD

5.01 ESTABLISHMENT OF BOARD COMMITTEES

The Board will establish any Committees of the Board, upon a need arising for a committee to undertake Corporation business. The Board will appoint, as Directors of the committees, the persons who meet the qualifications as determined by the Board and will ensure that the committees operate in accordance with the requirements in the By-Laws and policies of the Corporation and any further requirements as specified by the Board. The Project Manager or his or her designate may be invited to attend meetings of a Board committee as a non-voting Director.

5.02 WORKING COMMITTEE

Whenever the Board consists of at least five (5) Directors, the Board may establish a Working Committee. To do so, the Board shall elect from its Directors a Working Committee consisting of not less than three (3) Directors, which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the Board, subject to any terms of reference imposed upon it from time to time by the Board.

SECTION SIX - OFFICERS

6.01 APPOINTMENT

The Board shall from time to time appoint a Secretary, a Vice-Chair, a Treasurer and such other Officers as the Board may determine necessary. Subject to this By-Law, one person may hold more than one office. The Board may specify the duties of and, in accordance with this By-Law and subject to the Act, delegate to such persons powers to manage the business and affairs of the Corporation. An Officer, other than Chair and Vice-Chair, may, but need not be, a Board Director.

6.02 CHAIR

The Township of Hornepayne shall appoint the Board Director who is to be the initial Chair of the Board of the Corporation and thereafter the Board shall appoint the Chair. The Chair shall chair, when present and able, all Board Meetings, and the Working Committee, sign all documents requiring the Chair's signature, ensure that all minutes are an accurate reflection of the meetings by signing them when approved, and perform any other duties assigned by the Board.

6.03 VICE-CHAIR

The Board shall appoint a Board Director as a Vice-Chair of the Corporation. When so appointed, the Vice-Chair shall have such powers and duties as the Board may specify. During the absence or disability of the Chair, the Vice-Chair shall also have the powers and duties of that office.

6.04 SECRETARY

The Board shall appoint a Secretary, who may or may not be a Board Director. The Secretary shall be empowered by the Board to carry on the affairs of the Corporation generally under the supervision of the Chair. The Secretary shall attend and be the Secretary of all Board Meetings and shall enter or cause to be entered into records kept for that purpose, minutes of all Board and Board Committee proceedings. The Secretary shall give, or cause to be given, as and when instructed, all notices to Board Directors, Officers, Board Committee Directors and the public and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation, if any, and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed by the Board for that purpose. The Secretary shall have such other powers and duties as otherwise may be specified by the Board.

6.05 TREASURER

The Board shall appoint a Treasurer who shall be a Board Director. The Treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board whenever required an account of all transactions of the Treasurer and of the financial position of the Corporation. The Treasurer shall have such other powers and duties as otherwise may be specified by the Board.

6.06 POWERS AND DUTIES OF OFFICERS

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of this By-Law and any other By-Law of the Corporation, vary, add to or limit the powers and duties of any Officer. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.07 TERM OF OFFICE

The Board, in its discretion, may remove any Officer of the Corporation other than the Auditor of the Township of Hornepayne. Each Officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation and the Board.

6.08 REMUNERATION OF OFFICERS

The Officers, who are not Board Directors, shall be paid such remuneration for their services as the Board may from time to time determine.

6.09 AGENTS AND ATTORNEYS

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management, administration or otherwise as may be thought fit.

SECTION SEVEN – PROJECT MANAGER

7.01 PROJECT MANAGER

The Board shall appoint as Project Manager the person acceptable to the Board and the Council of the Township of Hornepayne. The Board shall evaluate the performance of the Project Manager. The Board shall delegate to the Project Manager full power to manage and direct the business and affairs of the Corporation:

- (i) except such matters and duties as, by law, must be transacted or performed by the Board; and,
- (ii) subject to such restrictions and policies as are passed by the Board.

The Project Manager shall conform to all lawful orders given by the Board and shall, at all reasonable times, give to the Board Directors all information they may require regarding the affairs of the Corporation.

7.02 EMPLOYMENT STATUS

The Project Manager shall remain the employee of the Township of Hornepayne until such time that the Township of Hornepayne, the Board and the Project Manager agree that the Project Manager shall become an employee of the Corporation.

SECTION EIGHT PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01 LIMITATION OF LIABILITY

Every Board Director and Officer of the Corporation in exercising the powers and discharging the duties of a Board Director or Officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Board Director or Officer shall be liable to the Corporation for:

- (a) the acts, receipts, neglects or defaults of any other Board Director, Officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on the part of the Board Director or Officer acting in good faith, within their scope of authority and duties; or,

- (f) any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto, provided that the Board Director or Officer has acted in accordance with the Corporation's By-Laws and policies, the Act, and O.Reg. 599/06 re: Municipal Services Corporations, as amended from time to time, and the loss has not arisen from the willful neglect or dishonesty of the Board Director or Officer.

8.02 INDEMNITY AND INSURANCE

Subject to the Act and the *Municipal Conflict of Interest Act* and the *Municipal Elections Act*, the Corporation shall indemnify a Board Director or an Officer only in such form of indemnity as may be approved by the Board. The Board shall be responsible for purchasing of Directors and Officers Liability Insurance as required to protect Board Directors and Officers for their good faith exercise of judgement.

SECTION NINE - NOTICES

9.01 METHOD OF GIVING NOTICES

Subject to 9.02, any notice (which term includes any communication or document), to be given (which term includes sent, delivered or served), pursuant to any By-Laws of the Corporation or otherwise to a Board Director, Board Committee Director or Officer shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation or if mailed by prepaid registered mail to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given seven (7) days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change the address on the Corporation's books of any Board Director, Officer, auditor or Director of a Board Committee in accordance with any information believed to be reliable.

9.02 NOTICE OF BOARD MEETING

Notwithstanding 9.01, notices for Board and Board Committee meetings shall be governed by the provisions of s. 4 of By-Law No. 2.

9.03 COMPUTATION OF TIME

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 giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.04 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Board Director, or Officer or the non-receipt of any notice by any Director, or Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION TEN - EFFECTIVE DATE


10.01 EFFECTIVE DATE

Subject to the provisions of the Act, this By-Law shall come into force when passed by resolution of the Board.

Read a first and second time this 7th day of June, 2021.

Read a third time and passed this 7th days of June, 2021.


Chair


Secretary