

HOMES FIRST SOCIETY

CONSOLIDATED BYLAW #1 (2020) (Adopted as Bylaw 9)

A Bylaw relating generally to the transaction of the affairs of Homes First Society (the "Society"), and replacing Bylaw 8 now repealed, approved at the Homes First Society Board of Directors' meeting held on August 25, 2020.

DEFINITIONS

1. In this Bylaw and all other Bylaws of the Society, unless the context otherwise requires:
 - (a) "Act" means the *Corporations Act* (Ontario) as from time to time amended;
 - (b) "Board" means the Board of Directors of the Society;
 - (c) "Board Member" means a member of the Board of Directors of the Society;
 - (d) "Chief Executive Officer" means an employee appointed by the Board to manage the affairs of the Society, as directed by the Board;
 - (e) "Committee" means a committee of the Society as set out in Article 16;
 - (f) "Director" means a member of the Board of Directors of the Society;
 - (g) "Letters Patent" means the Letters Patent incorporating the Society as from time to time amended and supplemented by Supplementary Letters Patent;
 - (h) "Member" means a Member of the Society as set out in Article 4;
 - (i) "Officers" are as set out in Article 18;
 - (j) "Person" means an individual and does not include a corporation, a partnership, an association, a firm, nor any other similar entity;
 - (k) "Resident Representative" means a person who is currently living in accommodation owned or managed by the Society who has been selected by the current residents of accommodations owned or managed by the Society to be a Resident Representative in accordance with the procedure set out in Article 8(b); and
 - (l) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of the Members duly called for that purpose.

HEAD OFFICE

2. The head office of the Society shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

SEAL

3. The seal, of which an impression appears in the margin, is hereby adopted as the corporate seal of the Society.

MEMBERS

4. The membership of the Society shall automatically consist of those persons who have become Directors of the Society. A Member shall cease to be a Member once he or she ceases to be a Director.

5. Fees

There shall be no membership fees for Members.

DIRECTORS

6. Number and Qualifications

The affairs of the Society shall be managed by a Board of fifteen (15) Directors, each of whom shall upon becoming a Director automatically become a Member of the Society. The number of Directors on the Board may be changed to a fixed number that is not less than fifteen (15) by a Special Resolution.

The following are the qualifications to be elected a Director:

- (a) be at least eighteen (18) years of age;
- (b) not be, at the time of their election, and throughout their term of office, an undischarged bankrupt; and
- (c) only a person who as of the election date has not been convicted of a criminal offence may be elected as a Director if that person is not also a Resident Representative.

7. Term of Office

- (a) The Directors of the Society, apart from those holding office as Resident Representatives, shall be elected by the Members. At each Annual General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired or whose position has been vacated. Each Director so elected shall generally hold office for two years or for the balance of the vacated term. However, in order to ensure that approximately half of the Directors complete their terms each year, the Directors may be elected for either one- or two-year terms.
- (b) If a vacancy comes up between Annual General Meetings, a quorum of Directors may appoint up to one-third of the Directors. However, these terms will be until the next Annual General Meeting and regardless of the Director's start-date, the term would be considered to be a one-year term.

- (c) A Director may be re-elected to the Board up to a maximum of eight years, unless extended by resolution of the Board in respect of a particular Director.

8. Election

- (a) The election of Directors, apart from those holding office as Resident Representatives, shall be held at the Annual General Meeting of the Members, as provided for in paragraph 9(b) below. Any such election of Directors may be a show of hands or by resolution of the Members unless a recorded vote is demanded by any Member.
- (b) Resident Representatives
 - (1) The current residents of accommodations owned or managed by the Society shall select from amongst themselves a maximum of four (4) Resident Representatives. No person shall be selected as a Resident Representative if that would result in two or more Resident Representatives residing in any one building owned or managed by the Society unless the Directors have by resolution specifically determined to allow in that year two or more of the Resident Representatives to be residents of the same building because there would otherwise be not enough Resident Representatives to appropriately represent the concerns of residents. A Resident Representative shall generally serve a two-year term which will terminate at the second Annual General Meeting of the Society after his or her selection. However, in order to ensure that approximately half of the Resident Representatives complete their terms each year, a Resident Representative may be selected for either a one- or two-year term. The Board shall determine the manner by which the Resident Representatives are to be selected by the current residents.
 - (2) All Resident Representatives shall, as soon as there is an appropriate vacancy on the Board of Directors and provided paragraph 8(c) is complied with, become a Member of the Society and a Director of the Society.
- (c) There shall be a maximum of four Directors who are Resident Representatives and a minimum of eleven Directors elected by the Members.

9. Removal

- (a) The Members may by resolution passed by at least two-thirds of the votes cast at an Annual General Meeting or a Special Membership Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director elected by the Members before the expiration of her or his term, and may by a majority of the votes cast at the meeting, elect any Member in her or his stead for the remainder of her or his term.
- (b) The Members may by Special Resolution at an Annual General Meeting or a Special Members Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of her or his term.

- (c) Any Director whose conduct has been called to account by the Chair by written notice delivered by hand or to her or his last known address by email, courier, facsimile, or registered mail, on the basis of conduct contrary to the policies and Code of Conduct of Homes First Society and who has refused to acknowledge and, insofar as possible, rectify that conduct, may be removed from the Board by a resolution of the Board, and declare such Director's position vacant. That Director may not be elected as a Director again, and if that Director was a Resident Representative, may not seek to be selected as a Resident Representative again, unless the Directors by resolution determine otherwise.
- (d) Upon any Director failing to attend 3 out of 6 consecutive meetings of the Board, the Board may by written notice delivered by hand or to her or his last known address by email, courier, facsimile, or registered mail, quoting this section of the Bylaw and referring to the failure of such Director to attend, invite such Director by letter addressed to the Board to state the reasons for such failure. If such Director fails to deliver such a letter to the Board before its next meeting or if the reason for the failure to attend is not ill health or such other reason acceptable to the Board, the Board may remove such person from the Board, and declare such Director's position vacant. That Director may not be elected as a Director again, and if that Director was a Resident Representative, may not seek to be selected as a Resident Representative again, unless the Directors by resolution determine otherwise.
- (e) The office of a Director shall automatically be vacated if the Director:
 - (1) resigns;
 - (2) is or becomes an undischarged bankrupt;
 - (3) is found or declared to be a mentally incompetent person in accordance with the provisions of any statute in force in the Province of Ontario;
 - (4) becomes an employee of Homes First; or
 - (5) is convicted of a criminal offence.
- (f) A person shall immediately cease to be a Resident Representative if the person:
 - (1) resigns;
 - (2) is or becomes an undischarged bankrupt;
 - (3) is found or declared to be a mentally incompetent person in accordance with the provisions of any statute in force in the Province of Ontario;
 - (4) ceases to be a fulltime resident in accommodation owned or managed by the Society;
 - (5) is convicted of a criminal offence; or
 - (6) is in arrears with rent or other payment required of him or her by the Society for any material period.

10. Vacancies

If a vacancy shall occur in the Board, the Board may appoint a person to fill the vacancy until the next Annual General Meeting, or the position may be left vacant.

MEETINGS OF THE BOARD

11. Place and Notice of Meetings

- (a) Meetings of the Board may be held at any place within Ontario, and shall be held at such place and time and on such day as the Board, the Chair or any eight Directors may determine, and the Secretary shall ensure that notice of the meetings is provided.
- (b) Notice of Board meetings shall be delivered to each Director by hand or to her or his last known address by email, courier, facsimile, mail, or telephone, and shall be sent at least five days prior to the meeting. The statutory declaration of the Secretary or the Chair that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- (c) Should the Chair or two Officers consider a matter to be of such urgent nature that a meeting of the Board must be held, she, he, or they may call an emergency meeting on two days' notice.
- (d) Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment which enables all persons participating in the meeting to hear and speak to each other simultaneously and instantaneously, and a Director participating in such a meeting by such means shall be deemed to be present at that meeting.

12. Quorum

Two-fifths of the Directors in office shall constitute a quorum at any meeting of the Board.

13. Decision Making

- (a) Decisions of the Board shall be made by a majority vote of all Directors present at any meeting of the Board.
- (b) The Chair shall have no vote except in the event of a tie vote, in which case the Chair shall have the tie breaking vote.
- (c) A resolution in writing, signed, or assented to by all the Directors entitled to vote on that resolution at a Board meeting shall be as valid as if it had been passed at a Board or Committee meeting.

14. Remuneration

As provided in the Letters Patent, the Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from her or his position as such, provided that a Director may be paid reasonable expenses incurred by her or him in the performance of her or his duties.

15. Conflict of Interest

The Directors shall not place themselves in a position where there is any conflict of interest between their duties as a Director and any other interest they might have. Every Director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction, or arrangement with the Society, or who otherwise has a conflict of interest by virtue of an involvement with a member of their family (with "family" meaning spouse, father, mother, child, brother or sister, or spouse of any of the foregoing), by the involvement of the Director's partner or business associate, or by the involvement of any corporation in which the Director is a shareholder, officer, director, employee, or agent, then such Director shall declare his conflict of interest fully at a meeting of the Board and shall withdraw from any discussion or vote thereon. Notwithstanding the generality of this provision, the Conflict of Interest Rules set out in Schedule "A" to this Bylaw shall apply to all Directors, Officers, employees, and agents of the Society.

COMMITTEES

16. (a) Executive Committee

The Executive Committee shall have such powers, including delegated powers, of the Directors as the Directors may determine. The Executive Committee shall be made up of the Chair, the Secretary, and the Treasurer, and any such other Directors as the Board may from time to time appoint.

(b) Finance & Audit Committee

There shall be a Finance & Audit Committee which shall have such roles as the Board may determine from time to time. It shall be chaired by the Treasurer.

(c) Governance & Nominating Committee

There shall be a Governance and Nominating Committee, which (i) reviews Bylaws and policies and recommends amendments as necessary; (ii) makes recommendations on governance issues; (iii) interviews and recommends candidates for the Board of Directors and recommends election procedures; and (iv) ensures that orientation for new Directors is provided.

(d) Other Committees and Committee Chairs

The Board may establish other Committees to help carry out its responsibilities. The powers of each such Committee shall be determined by the Board. The Chairs of all of the Committees must be Directors.

17. Procedure

Unless otherwise specified by the Board, each such Committee shall have power to fix its quorum, to elect its Chair, and to regulate its procedures, which may not be in conflict with this Bylaw or with the provisions of the *Act*.

OFFICERS

18. Election and Appointment of Officers

The Board shall annually or more often as may be required, elect or appoint a Chair, a Secretary, and a Treasurer, and such other Officers as it deems necessary. All Officers of the Board of Directors must be Directors.

19. Term of Office

All Officers, in the absence of agreement to the contrary, shall hold office at the pleasure of the Board. An Officer shall normally be elected or appointed by the Board for a one-year term and may be re-elected or re-appointed to the same office.

20. Elected Officers

(a) Chair

The Chair shall preside at all meetings of the Board, the Executive Committee, and the Members if present and able. The Chair shall be charged with the general management and supervision of the affairs and operations of the Society and shall be an *ex-officio* member of all Committees and Task Teams. The Chair, together with the Secretary or other Officer appointed by the Board for that purpose, shall sign all Bylaws after they have been approved. The Chair shall perform all powers and duties incidental to the office and shall have such other powers and duties as may from time to time be assigned by the Board.

If the Chair is unavailable, the Chair will designate a member of the Executive Committee who while presiding shall have all of the responsibility, authority, and powers of the Chair with respect to that meeting.

If the Chair of the Board is expectantly absent or is unable or refuses to act, a member of the Executive Committee will be appointed and who while presiding shall have all of the responsibility, authority, and powers of the Chair and shall have such other duties and powers as the Board may specify.

(b) Secretary

The Secretary shall be the *ex-officio* clerk of the Board. The Secretary, or in her or his absence, another Officer or Director appointed by the Board for that purpose, shall give, or cause to be given, all notices required to be given to Members, Directors, auditors, and members of Committees and shall attend all meetings of the Members and of the Board, shall enter or cause to be entered in the books kept for that purpose Minutes of the proceedings. Subject to any specific appointment to the contrary, the Secretary shall be responsible for the corporate seal of the Society and of all books, papers, records,

documents, and other instruments belonging to the Society. The Secretary shall perform such other powers and duties as may from time to time be prescribed by the Board.

(c) Treasurer

The Treasurer, or in her or his absence, another Officer or Director appointed by the Board for that purpose, shall (i) keep, or cause to be kept, proper books of accounts and accounting records with respect to all financial and other transactions of the Society including but not limited to full and accurate accounts of all receipts and disbursements of the Society and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Society; (ii) shall render to the Board at the meetings of the Board, or whenever required, an account of all transactions as Treasurer and of the financial position of the Society; (iii) shall ensure the financial integrity of the Society in accordance with all applicable legislation; and (iv) shall perform such other duties and have such other powers and duties as may from time to time be prescribed by the Board.

21. Appointed Officers

Chief Executive Officer

The Chief Executive Officer of the Society shall exercise general management over the operation of the Society and the staff, and is accountable to the Board for the management and performance of the Society in compliance with Board policies. The Chief Executive Officer is not a Director of the Board of Directors.

22. Other Powers and Duties

In addition to any powers and duties prescribed by Bylaw, all Officers of the Society shall have such powers and duties as may from time to time be assigned to them by the Board.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

23. Every Director and Officer of the Society, and her or his heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society only from and against:

- (a) all costs, charges, and expenses whatsoever such Director or Officer sustains or incurs on or about any action, suit, or proceeding that is brought, commenced, or prosecuted against her or him for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by her or him, in or about the execution of the duties of her or his office;
- (b) all other costs, charges, and expenses that she or he sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges, or expenses as are occasioned by her or his own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Society.

24. Insurance

The Society may purchase and maintain insurance for the benefit of any person referred to in section 24 against any liability incurred by such person by reason of such person's failure to

exercise in the capacity as a Director or Officer of the Society the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances and against any other liability save for any liability in respect of which the Act prohibits insurance to be maintained.

25. Protection of Directors and Officers

No Director or Officer of the Society shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm, or corporation with whom any moneys, securities or effects of the Society shall be deposited, or for any loss, conversion, misapplication, or misappropriation of or damage resulting from any dealings with any moneys, securities, or other assets belonging to the Society, or for any loss occasioned by any error of judgment or oversight on her or his part or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless the same shall happen by failure to exercise the powers and to discharge the duties of the office honestly, in good faith with a view to the best interest of the Society, and in connection therewith to exercise that degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

26. Auditor's Reports

The Directors may rely upon the accuracy of any statement or report prepared by the Society's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions or decisions based upon such statement or report.

27. Indemnities

The Board is hereby authorized to cause the Society to give indemnities, from time to time, to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society and to secure such Director or other person against loss by mortgage and charge upon the whole or part of the real and personal property of the Society by way of security. Any action from time to time taken by the Board under this Article shall not require approval or confirmation by the Members.

MEETINGS OF THE MEMBERS

28. Annual General Meeting

The Annual General Meeting of the Members of the Society shall be held at such place within the City of Toronto, on such date and at such time as may be set by the Board, for the purpose of considering the financial reports and statements required by the Act, electing the Directors apart from those holding office as Resident Representatives, appointing an auditor, and for the transaction of such other business as may properly be brought before the Meeting.

29. Special Meeting of Members

The Board may, at any time, call a Special Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The Members may call a Special Meeting of Members as provided in the Act. A Special Meeting of Members called under this Article shall comply with the notice requirements set out in Article 30.

30. Notice of Meetings of Members

Notice in writing of the time and place of a Meeting of Members and the general nature of the business to be transacted shall be delivered to each Member by mail or by hand to her or his last known address, by email, courier, or facsimile, and to the auditor of the Society. Notice by mail shall be sent fourteen days prior to the meeting, directed to the last address known to the Secretary. Notice, other than by mail, shall be delivered to the Members at least ten days prior to the said meeting. The statutory declaration of the Secretary or the Chair that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The accidental omission to give notice to any Member or the non-receipt of any such notice by any Member or any error in a notice not affecting the substance thereof shall not invalidate such notice or any meeting called by such notice or any resolution passed or other proceeding taken at such meeting.

31. Quorum at a Meeting of Members

Two-thirds (2/3) of the Members present in person or by proxy shall constitute a quorum at any Meeting of the Members.

AUDITOR

32. The Members shall at each Annual General Meeting appoint the auditors to audit the accounts of the Society and to hold office until the next Annual General Meeting or until their successors are appointed, provided that the Board may fill any casual vacancy in the office of the auditor. The Board is authorized to fix the remuneration of the auditors.

CHEQUES, INSTRUMENTS, AND BANKING

33. Instruments

Unless the Board decides otherwise, any instrument in writing requiring the signature of the Society may be signed by any two of the Officers, and any other person appointed by resolution of the Board either to sign instruments in writing generally, or to sign specific instruments in writing. The Board may also, from time to time, appoint any one or more Directors and/or Officers to sign specific instruments on behalf of the Society.

34. Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Society or any part thereof with any bank or trust company, and to have the authority set out in the resolution, including, unless otherwise restricted to:

- (a) operate the Society's accounts with such banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Society;
- (d) execute any agreement relating to the banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any office of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

35. Borrowing by the Society

Subject to limitations set out in the Act, the Bylaws, or the Letters Patent, the Board may:

- (a) borrow money on the credit of the Society;
- (b) issue, sell, or pledge securities (including bonds, debentures, or other like liabilities) of the Society; or
- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Society to secure any such securities or any other obligation or liability of the Society.

The Board may from time to time by resolution delegate to any one or more Officers or Directors of the Society all or any of the powers conferred on the Board by this Article to such extent as the Board may in such resolution provide.

FISCAL YEAR

36. The fiscal year of the Society shall be From January 1 to December 31 in each year unless otherwise determined by resolution of the Board.

CUSTODY OF SECURITIES

37. All investments of the Society or documents of title thereto shall be lodged for safekeeping with such chartered bank, trust company, or other depository as the Board may from time to time determine. Such investments and documents of title may be registered in the name of a nominee or held in bearer form.

BOOKS AND RECORDS

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

PREVALENCE OF THIS BYLAW

39. The provisions of this Bylaw Number 9, hereinafter to be known as Consolidated Bylaw #1 (2020), shall prevail over any other Bylaws enacted by the Society in the event of any conflict.

REPEAL AND AMENDMENT

40. This Bylaw may be repealed or amended by an amending Bylaw passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members of the Society.

REPEAL

41. Bylaw 8, known as Consolidated Bylaw #1 of the Society, is hereby repealed as of the coming into force of this Bylaw 9, hereinafter known as Consolidated Bylaw #1 (2020). All prior Bylaws, resolutions, and proceedings of the Society inconsistent herewith are hereby amended, modified, and revised in order to give effect to this Bylaw.

Approved by Board of Directors at the Homes First Society Board of Directors' meeting held on August 25, 2020.



Jose Querubin Chair

August 25, 2020

Date



Fran Perkins, Secretary

August 25, 2020

Date

SCHEDULE "A"
CONFLICT OF INTEREST RULES

1. Conflict of Interest Defined

A conflict of interest exists if any of the following situations occur:

- a) the personal or business interests of a director, officer, agent, or employee of the Society are in conflict with the interests of the Society, or,
- b) a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, officer, agent or employee of the Society or a person related to one of them as a result of a decision by the Society.

A related person includes a parent, spouse, child, member of the household, close personal friend, sibling, uncle, aunt, nephew, niece, cousin, 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.

A conflict of interest includes but is not limited to situations in which:

- i. a director, officer, or agent of the Society receives remuneration or other forms of compensation for undertaking work for the Society, or
 - ii. a person related to a director, officer, agent, or employee receives remuneration or other compensation for undertaking work for the Society or is employed by a person or business undertaking work for the Society.
- c) a director or officer owes arrears of greater than one month's rent/housing charge to the Society or has been in arrears more than three times in the past twelve months.

2. Avoiding Conflict of Interest

A director, officer, agent, or employee of the Society must not enter into any situation, arrangement or agreement which results in a conflict of interest.

3. Conflict of Interest Declaration – Standing Agenda Item

- a) The Board of Directors must include "Conflict of Interest Declaration" as a standing item on their meeting agendas; and
- b) The "Conflict of Interest" standing agenda must state that arrears of a board member is a conflict of interest.

4. Notice of Conflict of Interest

- a) Directors, officers, agents, and employees of the Society must notify the Chair of the board of directors of the Society in writing of every potential or actual conflict of interest, within five business days of becoming aware of the potential or actual conflict; and
- b) The Chair of the board of directors of the Society must notify all other directors in writing of every potential or actual conflict of interest within 5 business days of receiving notification of the potential or actual conflict.

5. Board actions when conflict of interest exists

- a) The board of directors must notify the City of Toronto, Social Housing Unit in writing of the receipt of every notice of actual or potential conflict of interest as defined in this Conflict of Interest Rules;
- b) The board of directors must consider a notice of actual or potential conflict of interest at the first meeting of the board after the notice is given. The meeting of the Board must take place within 30 days of receiving the notice of conflict;
- c) The board of directors must record its discussion of the notice of conflict of interest and their decision in the minutes of the meeting and report the decision to the City of Toronto, Social Housing Unit within five business days after the meeting; and
- d) The board of directors must resolve every conflict of interest or potential conflict of interest to the satisfaction of the City of Toronto. If the conflict of interest concerns the arrears of a Director, the City has indicated will be satisfied if the resolution meets the requirements of the CHF Canada Model Occupancy Bylaw for Ontario co-ops.

6. Exceptions to conflict of interest provisions

Despite subsection (2), a director, officer, agent or employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, or privilege from the Society if all of the following conditions are satisfied:

- a) A notice of the conflict of interest or potential conflict of interest is given in accordance with sections 3 and 4; and
- b) The City of Toronto's Social Housing Unit agrees that there is no reasonable alternative for the Society other than entering into the situation, arrangement or agreement that results in or may result in the conflict of interest.

7. Conflict of Interest Policy and Business Process Required

The Society shall adopt a conflict of interest policy and business process that complies with the Local Rule on conflict of interest.

8. Conflict of Interest Policy Acknowledgement

- a) The Society shall, give all of its directors, officers, agents, and employees a copy of the Society's conflict of interest policy, and
- b) All directors, officers, agents, or employees of the Society must sign an acknowledgement and undertaking each year stating that they have read and they understand their obligations under the Society's conflict of interest policy.