

BY-LAW NO. 3

A by-law relating generally to the conduct
of the affairs of

THE BLUE MOUNTAINS ATTAINABLE HOUSING CORPORATION

BE IT ENACTED and it is hereby enacted as a by-law of THE BLUE MOUNTAINS ATTAINABLE HOUSING CORPORATION (hereinafter called the "Corporation") as follows:

INTERPRETATION

1. **Interpretation.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) “**Act**” means the *Corporations Act*, R.S.O. 1990, c. C.38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - (b) “**by-law**” means any by-law of the Corporation from time to time in force and effect;
 - (c) “**Public Directors**” means individuals that are not employees or members of the Council of the Town of Blue Mountains.
 - (d) “**Regulations**” means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - (e) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations; and
 - (f) words importing the singular number only shall include the plural and *vice versa* and words importing a specific gender shall include the other genders and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
 - (g) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

OBJECTS

2. **Objects.** The Objects of the Corporation are:

To augment the supply of healthy, affordable and sustainable housing units in The Town of The Blue Mountains which are affordable to a larger portion of the population.

HEAD OFFICE

3. **Head office.** The head office of the Corporation shall be in the Town of The Blue Mountains, in the Province of Ontario (subject to change by special resolution) and at such place within the town in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

SEAL

4. **Seal.** The Corporation does not have and will not be required to use a seal.

DIRECTORS

5. **Duties and number.** The Board of Directors shall consist of nine (9) directors, two (2) of whom shall be any one of the Mayor, Deputy Mayor or any Councillor of The Town of The Blue Mountains, and the remaining seven (7) shall be Public Directors. The affairs of the Corporation shall be managed by the Board of Directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.
6. **Skills-Based Board.** The Corporation shall strive to have a Board of Directors which has a collective skillset that includes knowledge of:
- The housing sector;
 - Planning services, including knowledge of requirements and legislation in the multi-residential sector;
 - Development planning, including asset management planning;
 - Facilities management;
 - Legal expertise;
 - Financial expertise; and
 - Knowledge of the community of The Town of Blue Mountains.
7. **Borrowing:** Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board of Directors may from time to time with authorization of the members:
- a. borrow money upon the credit of the Corporation;

- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all of any of the property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

The word “securities” as used in this paragraph means bonds, debentures, or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

8. **Delegation:** The Board of Directors may, from time to time, by resolution delegate any or all of the powers referred to in Article 7 of this by-law to a director or one or more officers of the Corporation.
9. **Qualifications.** Every director shall be eighteen (18) or more years of age and, subject to section 286 of the Act, shall be a member of the Corporation or shall become a member of the Corporation within ten (10) days after election or appointment as a director.
10. **Term of office and vacancies.** The directors' term of office (subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.
11. **Vacation of office.** The office of a director shall be vacated: (a) if he does not within ten (10) days after his election or appointment as a director become a member, or if he ceases to be a member of the Corporation; or (b) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or (c) if he is found to be a mentally incompetent person or becomes of unsound mind; or (d) if by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or (e) if he dies; or (f) if he is removed from office by the members in accordance with paragraph 9.
12. **Election and removal.** Directors shall be elected yearly by the members in general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole Board of Directors shall retire at the general

meeting at which the yearly election of directors is to be made but, subject to the provisions of this by-law, shall be eligible for re-election; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

MEETINGS OF DIRECTORS

13. ***Place of meeting.*** Meetings of the Board of Directors may be held either at the head office or at any place within or outside Ontario.
14. ***Notice.*** A meeting of the Board of Directors may be convened by the President, a Vice-President who is a director or any two directors at any time and the Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be made in writing, sent via regular mail, facsimile or other electronic communication means, including but not limited to e-mail, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each director not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meetings.

If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

15. ***Regular meetings.*** The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.
16. ***Quorum.*** The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the letters patent, supplementary letters

patent or a special resolution of the Corporation. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

17. ***Voting.*** Questions arising at any meeting of directors shall be decided by a majority of votes.

REMUNERATION OF DIRECTORS

18. ***Remuneration of directors.*** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

19. ***Submission of contracts or transactions to members for approval.*** The Board of Directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's letters patent or supplementary letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

20. ***Conflict of interest.*** In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no director shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

21. ***For the protection of directors and officers.*** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation 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 act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall have an interest in a person that is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OTHERS

22. ***Indemnities to directors.*** Every director of the Corporation, heirs, executors and administrators, and *estate* and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against.

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

OFFICERS

23. **Appointment.** The Board of Directors shall annually or oftener as may be required elect a President and shall appoint a Secretary and if deemed advisable may appoint annually or oftener as may be required one or more Vice-President and a Treasurer. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his resignation, (ii) the appointment of his successor, (iii) his ceasing to be a director or member of the Corporation if such is a necessary qualification of his appointment, and (iv) the meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
24. **Remuneration and removal of officers.** The Officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his/her position as such, provided that officers may be paid reasonable expenses incurred by them in the performance of their duties. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.
25. **Powers and duties.** All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors; subject, however, to any special resolution of the Corporation.
26. **President.** The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board of Directors. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board of Directors, and members of the Corporation.
27. **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
28. **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the Board of Directors and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.
29. **Treasurer.** Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records

referred to in section 302 of the Act. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

30. ***Vacancies.*** If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

MEMBERS

31. ***Class of Membership.*** There shall be two (2) classes of membership: Municipal Member and Members (collectively referred to as “members”).

I. MUNICIPAL MEMBER

- a. There shall be only one Municipal Member and it shall be The Town of The Blue Mountains, and the Town of The Blue Mountains shall delegate a representative to attend the meetings of the members or provide a proxy as per Article 39 of this by-law.
- b. The Municipal Member shall have voting rights and shall be entitled to forty-five (45) votes at all meetings of members.

II. MEMBERS

- a. All Public Directors shall be or become Members within 10 days of their appointment as a Director.
- b. Members shall have voting rights and shall be entitled to one vote at all meetings of members.
- c. Members shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
- d. There shall be only up to twenty (20) Members.
- e. Members shall cease to be Members upon resignation from the Board of Directors.

32. ***Resignation.*** Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board of Directors.

33. ***Termination of Membership.*** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when his period of membership expires or when he ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at

a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

DUES

34. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

MEMBERS' MEETINGS

35. **Annual Meeting.** Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.
36. **General Meetings.** Other meetings of the members shall be convened at any date and time and at any place within Ontario, by order of the President made on his own prerogative or upon his receipt of one of the following:
- (a) a resolution of the Board of Directors; or
 - (b) a written request signed by Members representing not less than ten per cent (10%) of the votes eligible to be voted at such a meeting.
37. **Notice.** A printed, written or typewritten notice, sent via regular mail, facsimile or other electronic communication means, including but not limited to e-mail, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.
38. **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands.
39. **Proxies.** Votes at meetings of the members may be given either personally or by proxy. At every meeting at which he is entitled to vote:
- a. Every Member and/or person appointed by proxy to represent one or more Members and/or individual so authorized to represent a Member who is present in person shall have one (1) vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, every Member who is present in person or represented by an individual so authorized shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each Member who is represented by such proxyholder.
 - b. The Municipal Member and/or person appointed by proxy to represent the Municipal Member and/or individual so authorized to represent the Municipal Member who is present in person shall have forty-five (45)

votes on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, the Municipal Member who is represented by an individual so authorized shall have forty-five (45) votes and every person appointed by proxy shall have forty-five (45) votes for the Municipal Member who is represented by such proxyholder.

A proxy shall be executed by the member or his attorney authorized in writing.

A person appointed by proxy need not be a member.

Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

The undersigned Member/Municipal Member of TBM Attainable Housing Corporation (the "Corporation") hereby appoints _____ of _____ or failing him, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the ____ day of _____, 20__, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

DATED the _____ day of _____, 20__.

Signature of Member/Municipal Member

Name of Member/Municipal Member

40. **Quorum.** A quorum at any meeting of the members (unless a greater number of members and/or *proxies* are required to be present by the Act or by the Corporation's letters patent or by any supplementary letters patent or any other by-law) shall be a minimum of two persons and/or proxies representing thirty (30) votes, entitled to be voted at the meeting. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

COMMITTEES

41. **Committees.** As necessary, at their sole discretion, the Board of Directors may encourage members of the Corporation and the community at large to volunteer for standing committees and/or *ad hoc* committees of the Corporation. Each Committee shall have at least one director of the Board as a Committee member.

42. ***Committee Duties and Powers.*** The duties and powers of each Committee shall be as determined from time to time by the Board of Directors. No Committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. A Committee shall have only those powers as set out by the Board from time to time.
43. ***Committee Member Removal.*** Any committee member may be removed by resolution of the Board of Directors.

CHEQUES, DRAFTS, NOTES, ETC.

44. ***Cheques, drafts, notes, etc.*** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board of Directors may from time to time designate by resolution.

EXECUTION OF INSTRUMENTS

45. ***Execution of instruments.*** Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:
- (a) any one of the President or a Vice-President together with any one of the Secretary or the Treasurer;
 - (b) any two directors; or
 - (c) any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

ON DISSOLUTION

46. ***On dissolution.*** Pursuant to the Letters Patent of the Corporation, upon the Dissolution of the Corporation and after the payments of all debts and liabilities, the Corporation’s remaining property shall be distributed or disposed of to The Town of The Blue Mountains.

FINANCIAL YEAR

47. **Financial year.** The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

AMENDMENTS OF BY-LAWS

48. **By-law1 and By-law 2**

By-law 1 and By-law 2 of the Corporation are repealed.

49. **Amendments of By-Laws.** The By-Laws of the Corporation may be amended by a 2/3 vote of the membership present and voting at a General Meeting of the Corporation.

Proposed amendments to the By-Laws of the Corporation shall be submitted to the Board of Directors no later than 30 days prior to the General Meeting. Copies of the proposed amendments shall be sent to all the Members of the Corporation no less than ten (10) days prior to the General Meeting.

ENACTED the day of , 2021 .

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