

# ***Sunnyhill Housing Cooperative***

## ***Special General Meeting***

***Sunday, February 21, 2016***

### ***Calgary Curling Club Blue Room***

#### **Minutes**

Attended: Kevin Chaney (4), Crystal Tite (10), Janine Morigeau (12), Philip Cox (22), Yvonne Sabraw (22), Heather Stewart (28), Renfrew Stewart (28), Candace Weir (743), David Broadhead (744), Kathleen Shephard (746), J.P. Dandurand (747), Muhammad Ajmal (751), Karol Garner (762), Rose Ing (763), Brenda Morgan (764), Jane Roberts (767), Myrtle Lambert (768), Rachel Janzen (771), Bruce Eason (779), Gabriela Orban (783), David Sargent (801), Buzz Viberg (805), Brenda Willman (809), Greg Doram (811), Jaime Muneoka (815), Janice Way (819), Meghan Way (819), Robert Bott (837),

1. **Call to Order** at 2:09pm by Gabriela Orban
2. **Introductions** – please introduce yourself, what unit you live in, and one thing about yourself that people may not know about you
3. **Approval of Agenda** – Bruce E moves to accept, Candace W seconds. Carried.
4. **Approval of Minutes from November 1, 2015 GM** – Brenda W notes that the attendance list from this meeting was not attached and that normally they are. Jane R moves to accept minutes, Bob B seconds. Carried.
5. **NEW BUSINESS**

Gabriela O explains reasoning for edits. Most done to be in compliance with Cooperatives Act, some changes were semantics/wording to update, some changes were to make things more clear and easy to read. Changes and edits have been overdue for years now, they should be done much more regularly than they have. We are legally responsible to keep these documents current. Gabriela has been in contact with Betty from SACHA and many of the changes were at her recommendation. A reminder was made that we are not going point-by-point, please raise questions if you have any about specific documents.

Comment from Brenda W: these documents haven't really been checked since 2008, it's good we are doing this. Have we edited them to be in-line with The Act?

Response from Gabriela: please point out where you have concerns and we will adjust/amend as needed.

#### **a) Shareholders Agreement –**

**Motion by Myrtle Lambert to accept Shareholders Agreement as presented. Seconded by Greg Doram.**

Discussion:

Question from Brenda W: question about 10(c); why did it change from 6 months to 12 months? Seems too long.

Reply from Gabriela O: This was a suggestion from Betty based on Coop documentation.

Comment from JP D: The rest of the sentence says 30 days with no dispute, so that likely means that as long as there are no issues, that the person will have their shares back within 30 days.

Comment from Yvonne S: If there is a dispute and legal proceedings are necessary, 6 months is not long enough to allow time for the legal process, hence why 12 months is suggested as a change.

Process Question from Phil C: How do we go about dealing with questions/suggestions for edits regarding these documents?

Reply from Gabriela O: A motion to amend would need to be made.

Question from Brenda W: So are we just approving these regardless, today? Is there any reason to ask questions?

Comment from Myrtle L: Since we've had advice on this from SACHA, it makes sense to approve this. 12 months makes sense.

Comment from Yvonne S: We should all feel comfortable to vote "no" if we have concerns. This is not a done deal unless we feel it is something we want to pass/approve.

Question from Buzz V: To get this done in a timely fashion, can we do a simple vote when concerns are raised?

Reply from Gabriela O: Absolutely, if motion to amend comes up, we will vote accordingly.

Question from Phil C: Can we talk about the hierarchy of the documents?

Brenda W gave an explanation of the hierarchy and what pertains to us re: The Act. We have to abide by the Coop Act, our mortgage and land lease, Articles of Incorporation, By-Laws, Policies, etc. The Act trumps all, our SHC by-laws and policies come last. The SHC policies support the by-laws with more specific information as to procedure and process. Section 4.6 in SHC's bylaws speaks to the hierarchy and the order they belong in.

Question from Gabriela O: Any more questions or concerns regarding the Shareholders Agreement?

No more questions.

**Motion by Myrtle Lambert to accept Shareholders Agreement as presented. Seconded by Greg Doram.**

**All in favour.**

**Motion carried.**

**b) Articles of Incorporation –**

**Motion by Rachel Janzen to accept Articles of Incorporation as presented.**

**Seconded by Bob Bott.**

Discussion:

Comment from Brenda W: went to The Act; specifically section 402.1, 402.2; to see if we have everything in there that we need. Identified that we are, perhaps, missing some things. In some areas, we paraphrase what The Act says rather than mirroring the exact language, is that

an issue or is paraphrasing enough?

Also, an issue with 4.1 (g)(ii); we cannot change this because The Act says something different and The Act trumps our articles.

Comment from Bruce E: regarding 4.1(g)(ii), we are not allowed to change what we do if 100% of the members are in agreement?

Reply from Brenda W: No, The Act states differently and we can't deviate from that process.

Question from David B: Does The Act require similar objectives?

Reply from Brenda W: The concern is that it reads "you can change this if you want to" and you can't actually do that. Objects to the fact that it says we change something when we cannot.

Comment from Bob B: 6.1 says we will comply with The Act, so that seems to cover it, doesn't it?

Comment from Brenda W: You can't say that and then say something different elsewhere.

**Motion by Brenda Willman to amend the Articles of Incorporation as presented and remove 4.1(g)(ii) from the Articles of Incorporation.**

**Seconded by Bruce Eason.**

Discussion: None. Proceeding with vote.

**All in favour.**

**Carried.**

Question from Gabriela O: Any other questions/amendments to the Articles of Incorporation?

Question from Bruce E: 5.1, do we have shares other than member shares?

Reply from Gabriela O: No, that's just a wording semantic.

Comment from Brenda W: Concern that we don't specifically use the wording "ancillary services" like The Act does.

Comment from Greg D: Second paragraph of 2.1 probably covers it? Or do we need to amend wording?

Comment from Jane R: Looked up the definition of "ancillary" and our use of the word "related" is a sufficient synonym, also more clear and concise.

**Motion by Bob Bott to approve the Articles of Incorporation as amended.**

**Seconded by Candace Weir.**

**All in favour.**

**Carried.**

**c) By-Laws –**

**Motion by Phil Cox to approve By-Laws as presented.**

**Seconded by Buzz Viberg.**

Discussion:

Comment from Bruce E: Page 19/20, point 12.4 "Eligibility". The original info is scratched out and there is very little remaining. Concern that there is no maximum term for a member to sit on the Board of Directors. There used to be a limitation and now there is not one. There is also concern about it not stating anything about "rolling" terms held by households that have more than one member, which opens up the potential for households with specific agendas to

monopolize governance of SHC without giving other members/households equal chance to be a part of SHC's governance. Suggestion that we change the word "person" to "household".  
Comment from Gabriela O: We are working with two separate points. The first is the number of terms that any person holds on the Board of Directors. The second is the wording piece (person/household/other).

Comment from Brenda W: The term of office should be stated clearly.

**Motion by Candace Weir to reinstate point 12.4(c)(ii) into the By-Laws.**

**Seconded by Phil Cox.**

**All in favour.**

**Carried.**

**Motion by Candace Weir to change wording of point 12.4(c)(ii) in By-Laws from "person" to "household".**

**Seconded by Buzz Viberg.**

Discussion:

Comment from Brenda W: We can't use "household" because we mean the person living inside the unit, not the housing unit itself. What if we changed the word to "member" instead of "person"?

Comment from Bob B: Opposes limiting members of one household to holding office; everyone is an individual and in times of scarcity (as far as member participation is concerned), we end up limiting our pool even further.

Comment from Greg D: In agreement with Bob's comment.

Comment from Myrtle L: The Board term used to be 3 years; it's puzzling that it is only 2 years now. There is a lot to learn and it's quite an experience.

Comment from Gabriela O: We are discussing whether 2 people in a household can hold term on the Board consecutively.

Comment from Kevin C: We already do this for voting; namely restricting only one member of a household to vote for the whole household, despite being individuals. I am in favour of not allowing multi-member households to hold consecutive terms because that means the potential for higher/more influence from one household.

Comment from Rose I: In support of Kevin C, Bruce E, Candace W. It's important to keep things fair.

Comment from Yvonne S: Speaking against the motion. Membership has the say through voting, ultimately. To get more specific in the By-Laws could hamstring us in terms of scarcity of interest in being on the Board of Directors.

Comment from David B: Agrees with Yvonne. The membership elects the directors.

Comment from Brenda W: The Board has the capacity to appoint interim directors, sometimes they have been from a rolling household. Interim directors are kept on until the next GM when the decision is ratified. So they have opportunity to have influence before the membership can vote them in.

Comment from Gabriela O: that is a very specific case and membership could call an SGM to overturn the interim appointment if they felt necessary.

Comment from Brenda W: Info regarding appointed interim directors hasn't always been communicated to the membership in the past.

Comment from Greg D: There is still a voting element in the appointment of interim directors, the Board of Directors has to vote them in.

Suggestion from Kevin C: A friendly amendment to the wording of the motion on the table in 12.4(c)(ii) to state "Any person from a household..."

**Motion amendment by Candace Weir and Kevin Chaney to change wording of 12.4(c)(ii) to: "Any person from a household who has already served 2 regular elected consecutive terms unless there has been at least a 1 year break before seeking election again."**

**Seconded by Buzz Viberg.**

**Voting: 15 in favour**

**9 opposed**

**0 abstentions**

**Carried.**

Comment from Phil C: Typos noted – Page 8, point 8.2, double "others".

Page 13, point 10.1, change sub header from 6 months to 12 months

Page 21, point 12.5, bullets change from "a, b, c" to Greek letters

Comment from Phil C: Under point 11.2, what are we talking about with regards to proposals? 60-90 days seems like such a long time. Are we saying that any time the Board puts forth a proposal, that we have to give the membership 60-90 days' notice?

Group discussion regarding and clarifying what 11.2 is about – there was much talk about whether it pertained only to the financial year end, to the AGM, and whether 11.2 was a copy-and-paste-error.

Comment from David S: If it's a call for submission for financials/budget, the Board of Directors has to give members a deadline for the meeting.

Comment from Candace W: when on finance committee, it had some things to do with financials and notification and calculation of housing charges.

Comment from Yvonne: the financial year-end and deadline for housing charges are two separate dates

Comment from Greg D: has a feeling that this is a copy-and-paste from The Act and the wording comes straight from there. We do things a bit differently but within compliance.

Comment from Bruce E: Do we need this in our By-Laws if it's already in The Act?

**Motion from David Broadhead to remove 11.2 from our By-Laws.**

**Seconded by Greg Doram.**

Discussion:

Comment from Brenda W: There is a whole section of The Act that addresses meetings and notification. Suggestion to address this is to reference The Act directly. This also makes it easier to reference the most current version of The Act document. This way, we can add to it

if we want, without rewriting/rewording what's in The Act already. If we are in concurrence with the regulations/The Act, then we don't need to change it or do more. We can't just strike this piece from the By-Laws.

**Motion from David Broadhead to make a friendly amendment to above motion, not to strike from By-Laws, but instead for point 11.2 to read:**

**“Calls for submissions of proposals will be conducted according to provincial regulations.”**

**Seconded by Bob Bott.**

**All in favour.**

**Carried.**

Comment from Phil C: point 11.4, “Record Date”, what is it?

Comment from Gabriela O: this was a recommendation from Betty, but may be unnecessarily cumbersome.

**Motion from Phil Cox to remove point 11.4 from the By-Laws.**

**Seconded by Jane Roberts.**

**All in favour.**

**Carried.**

Comment from Phil C: page 17, point 11.9 and page 26, point 15.4 (both regarding Quorum). “If within 1 hour...”; do we really have to wait one hour for people to show up before we dissolve a meeting if we cannot make quorum?

Comment from Brenda W: thinks this may have come from a past policy meeting from years ago.

Comment from David S: this gives us one hour to get quorum to continue with coop business. This makes sense.

Comment from Phil C: Happy to keep this as long as it is not an issue for other members.

Comment from Brenda W: there are two places in The Act that tells us what we have to address; concerns that we are potentially missing some things in our By-Laws. Sections 392 and 402 in The Act. Had to do with financial things, but lost focus by then. Potentially something about information in the By-Laws concerning circulating the budget.

Other points:

- appears to be no By-Law to approve members (only policy)
- appears to be no By-Law to address subleasing (only policy)
- appears to be no By-Law regarding the sale of a self-contained housing unit
- appears to be no By-Law regarding insurance (only policy)
- we seem to have a lot of “extra” stuff regarding termination that might not need to be in the By-Laws
- The Act shows things on page 10 in a different order, does it need to be aligned the same? Is it simpler to just insert a reference to The Act in there instead?

Comment from Greg D: the extra stuff for termination is procedural and very helpful for Boards to access. Should stay.

Comment from Gabriela O: reminder that this is a “living document” and will always need tweaks and changes. Should we approve this document as is or do we need to re-do it again?

Comment from Bruce E: Once this is passed by us, we have to submit it to the Government anyways and it needs to be approved by them. Why don't we just pass this and see what the Government says?

Comment from Brenda W: Friendly suggestion that we continue as we started, and keep working on the document to make sure it aligns with The Act.

Comment from Jane R: Typos noted – page 8, point 8.1, should just be “retains”

Page 12, point 9.3(h), should just be “retains”

Page 13, point 10.1, should be just “shareholders”

**Motion from David Sargent to approve the By-Laws as amended.**

**Seconded by Janine Morigeau.**

**All in favour.**

**Carried.**

## **6. Adjournment of meeting at 4:21pm**

Minutes respectfully submitted by Crystal Tite, SHC Board of Directors Secretary.