

Mariposa Co-operative Homes Inc.

By-law No. 10

CONFLICT OF INTEREST BY-LAW

Passed by the
Board of Directors on
October 20, 2003

Confirmed by the
members on
October 20, 2003

CONFLICT OF INTEREST BY-LAW

1. Purpose of this By-law

The purpose of this By-law is to set out how the Co-op will identify and deal with conflicts of interest.

2. Priority of this By-law

This By-law takes the place of all previous by-laws or resolutions that deal with conflict of interest.

3. What is a Conflict of Interest?

3.1 All directors, officers, committee members, agents and employees must

- carry out their duties honestly,
- act in good faith,
- put the best interests of the Co-op ahead of than their own personal interests, and
- follow and comply with the Co-op's by-laws and policies, and provincial legislation about conflict of interest.

3.2 In this By-law, a person related to a director, officer, agent or employee means a parent, spouse, same-sex partner, child, household members, sibling, uncle, aunt, nephew, niece, 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.

3.3 A conflict of interest can happen when a director, officer, committee member

- makes or takes part in a decision affecting the Co-op's affairs, and

- the result of that decision gives the person, or someone related to the person a financial or other benefit which the rest of the Co-op members do not have, or which only a few other members have. This financial or other benefit may be direct or indirect.

3.4 An employee or agent of the Co-op can have a conflict of interest when

- the employee recommends, makes or takes part in a decision affecting the Co-op's affairs and
- the result of the decision gives the employee, or a person related to the employee a financial or other benefit. This financial or other benefit may be direct or indirect.

3.5 Examples of conflict of interest are:

- the Co-op does business with a director or an employee of the Co-op or a company in which the director or the employee or a person related to them has a financial interest or stock.
- someone living in the Co-op or an employee is involved personally in a procedure of discipline where they or someone related to them made the complaint, or someone related to them is being disciplined.
- the Board gives out on-call positions to friends or family without telling all members that positions are available.

There are other types of conflict of interest. The Co-op should deal with them by using the principles contained in this By-law.

4. Procedures

4.1 The facts of each case are different, and careful judgement is needed to decide whether there is a conflict of interest. Even a perception of conflict of interest could undermine the appearance of integrity and the credibility of the Co-op's business practices and the government funding program. Therefore, the Board and members should follow the procedures below to determine if there is a conflict and to deal with the conflict if it exists.

(a) When a director has or may have a conflict of interest

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

must declare the conflict of interest, or possible conflict of interest, in writing at or before the first Board meeting after becoming aware of the conflict of interest or potential conflict of interest. This declaration must be recorded in the minutes of the meeting.

If the director does not declare a conflict of interest or a possible conflict of interest, but another director is aware of one, the other director should bring it up at the meeting.

The Board must consider the matter no later than the second meeting after the notice of the conflict of interest was given. This discussion must be recorded in the minutes of the meeting.

The Board then decides if there is a conflict of interest. If the Board decides that there is a conflict of interest the director cannot vote on the matter and must not be present at any of the parts of meetings when the matter is discussed, and does not count in quorum for those parts of the meeting.

As set out in Article 8, the Board must report its discussion of the matter including how it was resolved to the service manager.

(b) Financial conflicts of interest

This paragraph applies in addition to paragraph 4.1(a) if a director or officer has or may have a financial conflict of interest.

In the case of contracts or agreements the provisions of article 6.2 apply.

Other financial conflicts of interest may be approved if the Board believes that there is no reasonable alternative, that their decision is in the best interests of the Co-op and is appropriate for a body that receives significant public funding.

When the Board approves a financial conflict of interest they must report it at the next meeting of the members. As set out in Article 8, the Board must also report the conflict of interest to the service manager.

If the Board does not approve the financial conflict of interest the minutes must show this.

(c) When a committee member has or may have a conflict of interest

A committee must follow the same procedure as the Board if a committee member has or may have a conflict of interest. The matter can be appealed to the Board if there is a dispute. The Board's decision is final.

If the conflict of interest is financial it must be referred to the Board. The Board's decision is final.

(d) When an employee or agent has or may have a conflict of interest

An employee or agent who has or may have a conflict of interest must report it to their supervisor and follow the supervisor's directions.

The manager/co-ordinator must report a conflict of interest to the staff liaison (if there is one) or to the president. The president or staff liaison will report it to the Board. The manager/co-ordinator must follow the Board's directions.

Where the Co-op retains a management company, the company and all its personnel must follow the same procedures as an employee of the Co-op.

Where there are officers of the Co-op who are not directors, they must follow the same procedures as employees.

As set out in Article 8, the Board must also report the conflict of interest to the service manager.

(e) Member's conflicts of interest

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. However, members must declare the conflict of interest before taking part in the discussion. Members should try to act in the best interests of the Co-op as a whole.

These procedures are in addition to, and do not replace, the requirements of the provincial statutes or common law.

5. Avoiding a Conflict of Interest

- 5.1 The Board will closely monitor its relationships, contracts, arrangements or agreements. It will not engage in any that may result in a conflict of interest unless the situation is resolved as in Article 4.
- 5.2 The Board will promote fair, open and objective business policies and practices in all its purchasing, contracting and hiring.
- 5.3 The Board and staff must follow the procedures set out in the Co-op's Spending By-law.

6. Payment of Directors

- 6.1 Directors and officers serve without payment of any kind. However, they have the right to be paid for travelling or other expenses while doing business for the Co-op as long as the expenses are reasonable. The Board must authorize these expenses. These expenses must meet any guidelines and limits set by the Board. Directors cannot receive compensation for lost income while doing business for the Co-op.
- 6.2 Despite anything else in this By-law, directors and officers or people related to them, cannot enter into any contracts with the Co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.
- 6.3 Directors and officers hired by the Co-op to a paid position must resign from office.

7. Declarations

- 7.1 All directors and staff must sign the Conflict of Interest Declaration (attached: Schedule A). Directors and staff will sign when they begin their term and existing directors and staff will sign annually.


8. Information to the Service Manager

- 8.1 The Board must report to the service manager the minutes of any meeting where the Board discussed a conflict of interest or a potential conflict of interest. The minutes must

- record the Board's decisions
- record the options the Board considered
- show how the decision is in the best interests of the Co-op
- show how the decision was appropriate for a body that receives significant public funding.

The minutes must also record the Board's acknowledgement that its decision is subject to the approval of the service manager.

Passed by the Board of Directors a meeting properly held on October 20, 2003 and confirmed by at least two-thirds of the votes cast at a general meeting of the members of the Co-operative properly held on October 20, 2003.


Secretary

c/s