



Co-operative Housing Federation of BC

200-5550 Fraser Street, Vancouver, BC V5W 2Z4

TO: CHF BC Members
FROM: Thom Armstrong, Executive Director
DATE: November 13, 2012
SUBJECT: Notice of Special Resolutions

You will find attached two Special Resolutions being proposed by the CHF BC board of directors for consideration by members at our December 1, 2012 annual general meeting.

The resolutions propose amendments to the Federation's Rules, which requires circulation to members at least fourteen days in advance of the meeting. The resolutions must receive the support of at least two-thirds of the votes cast at the meeting to be adopted.

If you have any questions about the proposed resolutions, don't hesitate to get in touch with me at 604-879-5111 #143 or by email at tarmstrong@chf.bc.ca.

I hope you will join us at the December 1st AGM for the discussion on these resolutions and for the other interesting items on the agenda.

You will also receive a full AGM meeting package in advance of the meeting, including the directors' report and the audited financial statements for the year ending July 31, 2012.

2012 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION #1

Qualifications of Member Housing Co-operatives

Submitted by:

CHF BC Board of Directors

Contact:

Thom Armstrong, Executive Director

tarmstrong@chf.bc.ca

604-879-5111 #143

WE RESOLVE:

THAT the Rules of the Co-operative Housing Federation of British Columbia be amended by deleting existing Article 2.03 (a) and replacing it with:

- (a) Class A Members, being non-profit and other housing co-operatives incorporated under the Act,

AND THAT the board be directed to submit the amendment to the Registrar of Companies for filing as presented or with any amendments approved by the Members at this meeting.

REASONS FOR THIS RESOLUTION:

1. CHF BC has three membership classes as set out in Article 2.03 of the current Rules:

2.03 Qualifications of Members

The Board may admit organizations into membership under the classes below:

- (a) Class A Members, being non-profit housing co-operatives covered by Part 11 of the Act,
- (b) Class B Members, being eligible organizations that exist primarily to promote or support the creation or operation of non-profit housing co-operatives,
- (c) Class C Members, being eligible organizations that are supportive of the aims and objectives of the Federation and do not qualify for membership in Class A or Class B.

2. At present, Class A members must be non-profit housing co-operatives incorporated under Part 11 of the *Cooperative Association Act* (the Act).
3. At the Federation's semi-annual general meeting on May 5, 2012 members adopted a resolution calling on CHF BC to work with its members and partners to secure a sustainable future for housing co-ops and the co-operative housing sector in British Columbia and Canada. The resolution advanced a comprehensive and detailed program of activities and priorities designed to achieve this long-term strategic goal.
4. The sixth priority endorsed by members as part of this resolution commits CHF BC to:

Exploring every opportunity to support the development of new housing co-ops, including traditional non-profit co-ops and those with options for member equity contributions.
5. While continuing to advocate for government support for the development of new housing co-ops, our sector must also look for new partnerships and more creative ways to expand the number of co-op homes in BC and elsewhere in Canada. CHF BC has taken an important step toward this goal with the creation of Social Purpose Development Partners Inc., but there are other options that should be explored.
6. One such option is a housing co-op that would finance some of its development costs with equity contributions from members. This model already exists in Canada and is quite common elsewhere in the world.
7. While the Federation's members indicated their support last May for the development of housing co-ops financed with member equity, such a co-op would not be eligible at present for membership in CHF BC. The effect of this Rule amendment will be to update the definition of a Class A member to include housing co-ops that are not incorporated under the non-profit provisions of the Act.
8. By amending the qualifications of member housing co-ops in this manner, the Federation will create an opportunity to expand and strengthen the co-operative housing sector in new ways as we work to achieve the sustainable future discussed by members at the semi-annual general meeting.

COST:

The resolution will not create any additional costs beyond those already in the approved budget. An expanded membership class will increase revenue opportunities by broadening the potential member dues base of the Federation.

2012 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION #2

Election of Vancouver Island Directors

Submitted by:

CHF BC Board of Directors

Contact:

Thom Armstrong, Executive Director

tarmstrong@chf.bc.ca

604-879-5111 #143

WE RESOLVE:

THAT the Rules of the Co-operative Housing Federation of British Columbia be amended by adding the following to existing Article 5.03 (Vancouver Island Directors):

If the office of a Vancouver Island Director is vacated before the end of any term of office, a Vancouver Island Director may be elected at any duly called meeting of the Vancouver Island Council to serve for the balance of that term

AND THAT the board be directed to submit the amendment to the Registrar of Companies for filing as presented or with any amendments approved by the Members at this meeting.

REASONS FOR THIS RESOLUTION:

1. Vancouver Island Directors are elected under Article 5.03 of the Federation's Rules:

5.03 Vancouver Island Directors

Two Directors will be elected by Delegates at meetings of the Vancouver Island Council. These Directors are called Vancouver Island Directors. Vancouver Island Directors will be elected at the Vancouver Island Council meeting held before the Annual Meeting. Vancouver Island Directors so elected will take office at the end of the Annual Meeting following their election.

2. If a vacancy occurs before the end of a term, the current wording of the Rule means that the Council must either wait until its last meeting of the year to elect a replacement or rely on the board to appoint a new Director. This is an unintended consequence of the Rule.

3. The amendment will allow a new Vancouver Island Director to be elected at any duly called meeting of the Vancouver Island Council in the event of a mid-term vacancy.

COST:

The Rule amendment does not result in any additional cost or any increase in the budget for meetings of the Vancouver Island Council.