

Conflict of Interest By-law (By-law No. 18)

The purpose of this by-law is to be in compliance with the Local Rule – Conflict of Interest from The City of Toronto.

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 Clintwood Non Profit Housing Co-operative (known as Clintwood Co-op) are in conflict with the interests of Clintwood Co-op, 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 Clintwood Co-op or a person related to one of them as a result of a decision by Clintwood Co-op.

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 which:

- I. A director, officer or agent of Clintwood Co-op receives remuneration or other forms of compensation for undertaking work for Clintwood Co-op, or
- II. A person related to a director, officer, agent or employee receives remuneration or other compensation for undertaking work for Clintwood Co-op.

Exception: A director or officer of Clintwood Co-op may receive gross remuneration of up to \$100 per month for on-call duties.

- c. A director or officer owes arrears of the current month's housing charge.

2. Avoiding Conflict of Interest

A director, officer, agent or employee of Clintwood Co-op must not enter 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;
- 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 Clintwood Co-op must notify the President of the board of directors of Clintwood Co-op in writing of every potential or actual conflict of interest, within five business days of becoming aware of the potential or actual conflict.
- b. The President of the board of directors of Clintwood Co-op must notify all other directors in writing of every potential or actual conflict of interest within five 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 by-law.
- 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 within five business days after the meeting.
- d. The board of directors must resolve every conflict of interest or potential conflict of interest to the satisfaction of the City. If the conflict of interest concerns arrears of a board member, the City will be satisfied if the resolution meets the requirements in the Occupancy By-law (By-law#16).

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 Clintwood Co-op 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 section 3 and 4.
- b. The Social Housing Unit agrees that there is no reasonable alternative for Clintwood Co-op 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

Clintwood Co-op must adopt a conflict of interest policy and business process that complies with the Local Rule on conflict of interest. This by-law complies with this.

8. Conflict of Interest Policy Acknowledgement

- a. Clintwood co-op must give all their directors, officers, agents and employees a copy of this by-law, and
- b. All directors, officers, agents or employees of Clintwood Co-op must sign of the Conflict of Interest/Confidentiality Agreement each year stating that they have read and they understand their obligation under this by-law. A copy of the Conflict of Interest/Confidentiality Agreement is included with this by-law.

CERTIFIED to be a true copy of By-law No. 18 of Clintwood Non-Profit Housing Co-operative, passed by the Board of Directors at a meeting held June 22, 2015 and confirmed by a two-thirds vote at a meeting of the members held on September 28, 2015.

Corporate Secretary c/s

**AMENDMENT TO CONFLICT OF INTEREST BY-LAW
(BY-LAW NO. 18)**

BE IT RESOLVED that section 2 of By-law No. 18 be amended by adding the following:

A housing provider must not pay remuneration to a director for the performance of their duties as a director, other than amounts to reimburse the director for reasonable expenses incurred in the performance of the director's duties as a director.

Exceptions will be considered, subject to the approval of the Social Housing Unit.

A housing provider must not offer and a director or officer of the housing provider's board must not accept employment or enter into a contract with the corporation unless six months have elapsed since the former director or officer left the board.

CERTIFIED to be a true copy of an amendment to By-law No. 18 of Clintwood Non-Profit Housing Co-operative, passed by the Board of Directors at a meeting held November 23, 2015 and confirmed by a two-thirds vote at a meeting of the members held on January 18, 2016.

Corporate Secretary c/s

CONFLICT OF INTEREST/CONFIDENTIALITY AGREEMENT

ETHICAL CONDUCT AGREEMENT