

**CONSTITUTION OF
EAST BORDERLAND COMMUNITY HOUSING INC.**

ARTICLE 1 – NAME

1.01 The Organization shall be called East Borderland Community Housing Inc.

ARTICLE 2 – PURPOSE

2.01 East Borderland Community Housing Inc. is the main not-for-profit community entity required in order to, at a minimum, fund, build and operate the Elderly Persons Housing component of East Borderland Phase III.

East Borderland Phase III is a Seniors Housing Complex, comprised of a combination of Nursing Home (PCH) Units, Supportive Housing, and regular Elderly Persons Housing (EPH).

2.02 Borderland Phase III will provide a range of affordable housing options, appropriate to the need and sensitive to community values primarily for seniors and disabled persons, without restriction as to socio-economic status, who reside in the R.M. of Piney and the communities of Buffalo Point and Moose Lake.

2.03 The organization shall carry on without pecuniary gain to its members and any profits or accretions to the East Borderland Community Housing Inc.

ARTICLE 3 – PARTNER ORGANIZATIONS

3.01 East Borderland Community Housing Inc. will work with all “partner” organizations in order to achieve the ends identified in Articles 2.01 and 2.02. Such other “partner” organizations however, unless expressly authorized by the Board of Directors, shall not enter into true legal partnerships with East Borderland Community Housing Inc. and any reference to “partners” or “partnership” in this document or otherwise shall merely imply a joint cause working relationship and not a true legal partnership.

ARTICLE 4 – MEMBERSHIP

4.01 Membership in the East Borderland Community Housing Inc. shall be voluntary and members will actively support the principles and objectives of the Organization. Other organizations that actively support East Borderland Community Housing Inc. may also be eligible for membership.

4.02 Members are required to register with the Organization, at which time a membership card will be issued. Memberships will be renewed annually for those in good standing with the Organization. ONLY REGISTERED MEMBERS who are present and eighteen (18) years of age and older will be eligible to vote, or if the member is an organization, it shall only be entitled to vote if it is represented at the meeting by its duly elected officer or official or properly appointed proxy.

4.03 A membership fee may be levied by the Board of Directors.

4.04 An individual’s or organization’s membership may be terminated for breach of Article 4, Sections 4.01 and/or 4.02 or for any other actions that conflict with the operations or best interests of East Borderland Community Housing Inc.

ARTICLE 5 – BOARD OF DIRECTORS

5.01 There shall be a Board of Directors responsible for governing the Organization. Directors, not to exceed nine (9); and not fewer than five (5) will be elected by the membership. In order to ensure Board representation from the entire East Borderland Community, at least one (1) Director ought to reside in each of the R.M. of Piney Wards 1,2,3,4,; Buffalo Point and Moose Lake. Directors will be elected at the Annual Meeting.

5.02 A Director of the Corporation: must be eighteen (18) years of age or older; must be an individual; cannot be bankrupt; and must be duly elected by the membership.

5.03 The term of a Director shall be three (3) years.

5.04 Election of Directors:

A. NOMINATING COMMITTEE;

1. The Board of Directors, shall appoint a Nominating Committee of at least three (3) members in good standing
 - a) To select a slate of candidates of Directors; and
 - b) To conduct the election.

2. The Nominating Committee will select a Chairperson from that Committee.

B. NOMINATION PROCEDURE

1. a) The selection of candidates ought to be made on the basis of electing one (1) member from each R.M. of the Piney

Wards 1,2,3,4; Buffalo Point and Moose Lake and three (3) members at large.

b) If a position cannot be filled, any member, regardless of residency, may be nominated for this position.

2. The list of candidates shall be presented to the Secretary at least one (1) week prior to the Annual Meeting.

3. Nominations for candidates will also be accepted from the floor and must be seconded.

C. ELIGIBILITY TO VOTE

1. To be eligible to vote, an individual or organization must have a current membership.

D. THE ELECTION

1. The Chairperson of the Nominating Committee will preside over the election of the Board of Directors at the Annual Meeting of the Membership.

2. The Chairperson of the Nominating Committee shall introduce the slate of Directors, and if necessary, conduct all required votes.

5.05 Directors are expected to maintain high standards of integrity, impartiality and ethical conduct. Directors must be vigilant to prevent any actual or perceived misconduct, predisposition or conflict of interest. Directors should conduct their personal business affairs so as to avoid an obligation to any person who might benefit from special consideration or favor on their part.

5.06 The Board of Directors will be responsive to the East Borderland Community on whose behalf it works.

5.07 The Board of Directors receives its mandate from, is accountable to, and reports to the Organization's membership.

5.08 The Board of Directors will provide vision and direction for the Organization and itself. The Board of Directors will ensure organizational performance particularly in relation to achieving established objectives and in keeping with community values.

5.09 The Board of Directors shall be accountable for the day-to-day operations of the Organization. The Board of Directors may hire staff. The Board of Directors, wherever possible, will delegate responsibility for and conduct of day-to-day operations to staff.

5.10 **Removal of Directors**

An individual Director may be removed from the Board, by the Board-at-large, where such Director has failed to observe or abide by the Constitution of the Organization; the policies and/or code of conduct established by the Board; any breach of financial matters as outlined by the Auditor; any breach of the Criminal Code of Canada; and/or is not carrying out his/her responsibilities as a Director.

The office of a Director shall be automatically vacated if a Director:

- a) resigns his/her office. Any resignation of a Director shall be effective at the time it is sent in writing to the Board or at the time specified in the resignation, whichever is later;
- b) is judged by a court of competent jurisdiction to be a person incapable of managing his/her affairs;
- c) dies;

- d) ceases to meet the eligibility requirements established by the Membership;
- e) misses three (3) consecutive regular meetings of the Board or fails to attend 75% of the meetings of the Board in any 12-month period without approval by resolution of the Board.

ARTICLE 6 – OFFICERS

6.01 Officers shall be the Chairperson; Vice-Chairperson; Treasurer; and Secretary. Officers shall be elected annually by the Board of Directors.

6.02 **Chairperson**

The Chairperson shall be the head of the Organization. He/she is the Board's Leader, Manager and Facilitator. The Chairperson is responsible for Board performance and is accountable to the Board. The Chairperson is the Board's only spokesperson. He/she shall call and reside at business meetings of the Organization and meetings of the Board of Directors. He/she shall be an ex-officio member of all committees.

6.03 **Vice-Chairperson**

The Vice-Chairperson shall in the absence of the Chairperson, act on his/her behalf. Should both the Chairperson and the Vice-Chairperson be absent, the Board of Directors shall appoint one of its members to perform the duties of the Chairperson.

6.04 **Secretary**

The Secretary shall be responsible for ensuring the recording, keeping and distribution of written records; particularly minutes, resolutions and records of

votes from all formal proceedings; including meetings of the Membership, Board of Directors and Committees. The Secretary is also responsible for ensuring distribution of meeting notices and agendas.

6.05 Treasurer

All funds belonging or entrusted to the Organization, unless otherwise determined by Board resolution, shall be under the control of the Treasurer. The Treasurer shall conduct the banking business of the Organization; ensure that all funds of the Organization are kept in proper and safe custody; disburse the funds of the Organization as may be ordered by the Board of Directors, making proper vouchers for such disbursements; and ensure that up-to-date financial statements are available at every regular Board Meeting. All funds shall be deposited in a financial institution designated by the Organization and in the name and to the credit of the Organization.

The Treasurer shall ensure a timely Annual Audit which shall include the Organization's audited Financial Statement.

6.06 Removal of Officers

The Board may remove the Chairperson, Vice-Chairperson, Secretary or Treasurer before the expiry of his/her term by resolution. The Board may elect a Director to fill the vacancy for the balance of the term remaining.

ARTICLE 7 – BOARD COMMITTEES

7.01 Committees may be established by the Board as required and as appropriate in order to assist the Board in its work. The mandate of a Committee is as directed

by the Board. Committees are responsible and accountable to the Board and have no authority in isolation from the Board.

ARTICLE 8 – MEETINGS

- 8.01** The Annual Meeting of the membership shall be held no later than eight (8) months following the end of the fiscal year.
- 8.02** Any meeting of the membership requires a quorum of ten (10) members.
- 8.03** Notice of the Annual General Meeting will be advertised three (3) weeks in advance of the date of the meeting.
- 8.04** The Organization's membership may meet more than once per year, at the discretion of the Board of Directors. A Membership Meeting may be called with three (3) weeks notice by the majority of active members.
- 8.05** The Board of Directors shall meet at least six (6) times per year.
- 8.06** Meetings of the Membership and the Board of Directors shall be open to delegations only with approval of the Board. Requests by delegations should be made in writing to the Secretary.
- 8.07** The quorum for execution of business at Board of Director's Meetings shall be the majority (51%) of elected Directors, but not less than four (4).
- 8.08** In voting on business matters at Membership and Board of Director's meetings, a simple majority shall carry the decision. The Chairperson does not vote, unless there is a tie, in which case he/she is required to vote in order to break the tie.

ARTICLE 9 – SIGNING OFFICERS

9.01 Correspondence

Unless otherwise delegated by the Board, all official correspondence will require the signature of the Chair.

9.02 Financial

Unless otherwise delegated by the Board, the signature of the Treasurer and the signature of one of the Chairperson, Vice-Chairperson, or Secretary shall be required on all cheques and other official financial documents issued by the Organization.

ARTICLE 10 – FISCAL YEAR

10.01 The fiscal year of the Organization shall be from April 1 of one year to March 31 of the succeeding year.

ARTICLE 11 – RULES OF ORDER OR MEETING PROCEDURE

11.01 The current edition of Robert's Rules of Order shall govern the deliberations of the Organization and all meetings shall be conducted with decorum.

ARTICLE 12 – AMENDMENTS

12.01 This Constitution may be amended at any time provided the procedures listed herein, are followed:

- a) Notice of the proposed amendment shall be given in writing and made available to members at least three (3) weeks prior to its consideration at a duly constituted meeting.

- b) The amendment must be approved by at least two-thirds (2/3) of the members present at a duly constituted meeting. A minimum of ten (10) members in good standing are required to be in attendance before a vote can be taken.

ARTICLE 13 – DISSOLUTION

13.01 The Organization may be dissolved by the Board of Directors at the instruction of the majority of its members if they believe the Organization no longer serves any purpose.

13.02 Any unrestricted funds and assets of the Organization remaining after the satisfying of its debts and liabilities shall be distributed to the non-profit organization(s) in the area whose objectives most closely match those of the Organization's as determined by the Board at dissolution. Any non-profit organization(s) receiving such contribution should be registered as a Canadian Charity(ies).

DATED THIS _____ DAY OF _____, 2007

in the R.M. of Piney, in the Province of Manitoba.

Chairperson

Vice-Chairperson

Secretary

Treasurer