

Article 1- Name of the Corporation

The name of the corporation is “The Society of Graduate and Professional Students at Queen’s University Housing Authority”. For the purposes of this document, “The Society of Graduate and Professional Students at Queen’s University Housing Authority” will be referred to as the Authority.

Article 2- Mission Statement

The Authority exists for three purposes:

1. To provide affordable, high-quality rental housing to Queen’s graduate and professional students, their partners and families at or below market rates;
2. To endeavor to have a positive impact on the community and avoid displacing low income residents; and
3. To balance the need to increase housing stock with the programming and service needs of the SGPS by making revenue streams available to the SGPS.
4. To enhance and augment the services available to the SGPS membership.

Article 3- Terms and Definition

Board- The Board of Directors of the Authority.

Directors- The voting members of the Board.

Observers- The non-voting members of the Board.

OPIRG- Ontario Public Interest Research Group in Kingston, Ontario

SGPS- Society of Graduate and Professional Students at Queen’s University

Council- The Council of SGPS

Speaker- The Speaker of Council

Ordinary Member- Any Ordinary Member of the SGPS as outlined in SGPS Bylaws

CEO- Chief Executive Officer of the Authority

Commissioner- The Housing Commissioner of the Authority

Chair- The Chair of the Board

VP- Vice-President

Article 4- The Board of Directors

Section 4.1- Composition and Role of the Board

4.1.1- The Board shall consist of fifteen (15) Directors, twelve (12) of whom at the time of the start of their term shall be a member of the SGPS. There shall also be four (4) Observers.

4.1.2- The Directors shall include the President, VP Finance and Services, VP Campaigns and Community Affairs, VP Professional, and the Equity Commissioner of the SGPS, by virtue of their office, as well as

seven(7) Ordinary Members of the SGPS as appointed by Council each year. There shall also be three(3) Directors appointed by the OPIRG Kingston Board.

4.1.3- The Observers shall include the VP Graduate and Executive Director of the SGPS, as well as the CEO and Commissioner of the Authority.

4.1.4 Quorum for meetings of the Board shall consist of seven (7) Directors.

4.1.5 The Board shall meet at least six (6) times from November 1st to October 31st of a Calendar Year. Meetings will ordinarily be scheduled at least three (3) weeks in advance.

4.1.6 Board meetings shall be presided over by the Chair or her recognized Designee. SGPS Executives and the SGPS Equity Commissioner may only be considered for Chair if all other Directors refuse to accept a nomination.

4.1.7 The Chair or the VP Finance and Services of the SGPS shall have the authority to call a meeting of the Board provided forty-eight (48) hours notice is given to all members of the Board.

4.1.8 The role of the Board is to:

- a. act as the Directors of the Authority;
 - (1) In keeping with the Ontario Corporations Act, the officers of the corporation shall be as follows:
 - (i) Board Chair—President;
 - (ii)SGPS President—Vice-President;
 - (iii)SGPS VP Finance and Services—Secretary;
- b. recognize and respond to the concerns of and take direction from Council and membership;
- c. promote the interests of the SGPS and its members;
- d. represent the Authority in dealing with external organizations, groups, and individuals;
- e. uphold the constitution and policies of the Authority;
- f. serve as the deciding body on the purchase or sale of property for the Authority;
- g. develop and ratify policy that serves the goals of the Authority and the SGPS within the mandate of the Authority's Mission Statement;
- h. review the constitution and propose any needed changes to Council;
- i. generally oversee the operational budget and major expenditures budget of the Authority;
- j. train the successors to their positions with the assistance of the CEO;
- k. generally oversee and evaluate all hired officers and staff of the Authority;
- l. provide direction to and oversight of all Authority Committees.

Section 4.2- Appointment and Designees

4.2.1 The members of the Board who are SGPS Executives or SGPS Equity Commissioner shall maintain their seats on the Board by virtue of their office and cannot be subject to removal from the Board while

they still hold office except in accordance with 4.3. In the event that any of the aforementioned is no longer a Director, they may be replaced by any Ordinary Member of the SGPS in accordance with 4.2.2-4.2.6.

4.2.2 The non ex-officio Ordinary Members of the Board shall serve from November 1 to October 31 of each year.

4.2.3 The appointment of Ordinary SGPS members of the Board shall take place in the following manner:

- a. Council shall elect Directors from among nominees at the October session of Council. Calls for nominations shall take place three weeks prior to the October Council.
- b. Candidates must submit a cover letter, resume, and an application tailored to the requirements of the Board to the Speaker.
- c. The Speaker shall make the nomination packages available to Councilors and the public no later than a week before the October Council session.
- d. The Speaker shall have discretion over the precise format of the election, but shall ensure that eligible candidates have an opportunity to speak in advocacy of themselves and Council members have an opportunity to question them prior to ratification.
- e. In the event that there are more candidates than seats available, Council shall elect Directors by writing the names of their 5 preferred candidates on a slip of paper provided by the Speaker. The SGPS Executive Director shall tabulate votes per candidate. The names of the five (5) candidates with the largest number of votes shall be presented to Council for ratification before the end of the Council meeting, subject to the provisions of 4.2.4.
- f. All appointments must be ratified by a simple majority at Council.

4.2.4 Preference shall be given first to tenants of the Housing Authority, then to members of Council, and finally to the remaining candidates.

4.2.5 The Speaker has the right to suppress nominated candidates if they violate the SGPS or Authority Bylaws.

4.2.6 In the case of vacancy of any non-OPIRG seat of the Board, Council can appoint a Temporary Director for no more than two months at a time. The Temporary Director will cease to hold his/her/hir office at the time when a Director is appointed to the seat. The Temporary Director shall not be subject to the appointment procedure outline in 4.2.3.

4.2.7 The Board of OPIRG Kingston shall have discretion on appointing their representative Directors. The OPIRG Director on the Board may not be removed by clauses 4.3.2 or 4.3.3.

4.2.8 The Chair shall be selected by a simple majority of the Board.

4.2.9 In the event that the Chair has vacated their office, the VP Campaigns and Community Affairs of the SGPS shall preside over the Board until such time as the Board chooses the next Chair. The selection of a Chair shall precede all other agenda items.

4.2.10 Each Director may appoint a designee that shall be an Ordinary Member of the SGPS and must not be a Director or Observer of the Board at the time of the meeting. The Chair may refuse to recognize a designee, but may be challenged and overturned by a simple majority vote. The Chair's appointed designee may be challenged and overturned by a simple majority vote.

4.2.11 In the event that the Chair, the Chair's designee, and the VP Campaigns and Community Affairs are absent from the meeting, the Board shall determine, by a simple majority vote, a Temporary Chair presiding over the meeting in question. The selection of the Temporary Chair shall precede all other agenda items.

Section 4.3 Removal

4.3.1 A Director shall cease to hold his/her/hir office:

- a. if he/she/ze has died or become mentally incompetent as determined by a court of law;
- b. if he/she/ze submits a written resignation to the Chair stating the reason and time of the resignation;
- c. if he/she/ze is removed from office in accordance with 4.3.2 or 4.3.3;

4.3.2 A voting non-ex officio Director can be removed prior to the expiration of their term by a simple majority resolution of SGPS Council. A written or electronic notification must be made to all Directors and Observers of the Board one (1) week prior to the Council session.

4.3.3 If a Director or his/her/hir recognized Designee fails to attend three (3) meetings in a term, he/she/ze will be removed as a Director at the approval of the Chair. If the Chair or her recognized Designee fails to attend three (3) meetings in a term, he/she/ze will be removed from the Board at the approval of the VP Finance and Services of the SGPS.

4.3.4 The Chair can cease to hold his/her office but remain a Director:

- a. if he/she/ze submits a written letter of resignation stating the reason and time of the resignation to the VP Finance and Services of the SGPS;
- b. if a signed petition of at least eight (8) Directors is submitted to the VP Finance and Service of the SGPS explicitly stating the intent, reason, and time of the Chair's removal;

Section 4.4- Compensation

4.4.1 Voting Directors are eligible to receive compensation, provided that their compensation scheme has been ratified as policy in one reading by the Board and one reading by SGPS Council prior to commencement of a Director's term.

4.4.2 The Authority is encouraged to offer reasonable compensation to its Directors to provide enough incentive for the Directors to work effectively.

Article 5- Executive Staff

The Executive Staff of the Authority will fulfill their responsibilities as outline in the Authority Bylaws and detailed in the Policies. The Board may establish additional Staff for specific purposes.

Section 5.1- Housing Commissioner

5.1.1 The Commissioner shall be an Ordinary Member of the SGPS, but must not be a current Director of the Board.

5.1.2 The Authority shall have a contract with the Commissioner.

5.1.3 The Commissioner is to be the primary operational manager of the Authority and balance the needs of tenants with the needs of the Authority.

5.1.4 The duties of the Housing Commissioner include but are not limited to: advertising vacancies; showing available units to prospective tenants; filling vacancies; responding to tenants; arranging for emergency repairs; scheduling regular maintenance; keeping operational records; and such other duties as the CEO or Board may assign.

5.1.5 The Housing Commissioner shall be a non-voting ex officio member of the Housing Authority Board, the Operations Committee, and the Purchase and Sales Committee. The Commissioner is expected to attend all meetings of these bodies and report on activities.

5.1.6 The Housing Commissioner reports directly to the Executive Director and the Board.

5.1.7 The Commissioner's compensation shall be determined by the Board.

5.1.8 The Commissioner shall be selected by a hiring committee consisting of the Board Chair, the SGPS President, the SGPS VP Finance and Services, the SGPS Equity Commissioner, and one of Directors appointed by the OPIRG Kingston Board of Directors. The selected candidate must be ratified by the Board.

Section 5.2- Chief Executive Officer

5.2.1 The Authority shall employ a CEO.

5.2.2 The Authority shall have a contract with the CEO determined by the Board.

5.2.3 The CEO shall:

- a. facilitate the overall functioning of the Authority;

- b. be the direct supervisor of the Authority's staff, including the Commissioner;
- c. is responsible for the financial bookkeeping of the Authority;
- e. be present at all Board meetings to report to and advise the Board; and
- f. report directly to the Board.

5.2.4 The CEO shall be selected by a hiring committee consisting of the Board Chair, the SGPS President, the SGPS Vice-President Finance and Services, the SGPS Equity Commissioner, and one of the Directors appointed by OPIRG Kingston. The selected candidate must be ratified by the Board.

Article 6- Finance

Section 6.1- Fiscal Year

The Fiscal year of the Authority shall run from Feb 1 to Jan 31 of every year.

Section 6.2- Operating Budget

6.2.1 The Authority shall have an annual operating budget pertaining to:

- a. the day-to-day operations of the Authority;
- b. the stipends and wages of Directors, Officers, and other employees;
- c. maintenance and repair of property pertaining to items under \$5,000; and
- d. taxes, insurance, and other legal obligations of the Authority.

6.2.2 The Housing Commissioner shall have the authority to:

- a. make such expenditures as are necessary for the proper maintenance of the Authority and its properties as long as said expenditures are within approved budget lines. Expenditures exceeding \$5000 must be approved by the Board and SGPS Council. In the event that one or more leased units is rendered uninhabitable by an emergency (e.g., fire, flood, etc.), the Commissioner may authorize such repairs as are necessary upon approval of the three Officers of the Corporation (i.e., the Board Chair, the SGPS President, and the VP Finance and Services).
- b. Negotiate leases with tenants pending approval by the VP Finance and Services or, in the absence of the VPFS, by the SGPS President.

6.2.2 The Operating Budget shall be approved as follows:

- a. The Authority's Finance and Operations Committee shall submit a draft budget, including guidelines, to the Board no later than one month before the start of the fiscal year.
- b. The draft budget, along with any changes, will be approved at a reading of the Board with a simple majority vote.
- c. The approved draft budget shall be submitted to SGPS Council no later than a week prior to the next meeting.

d. Council shall approve the draft budget , along with any changes, with a simple majority vote.

6.2.3 The Board is not authorized to make any expenditures during a new fiscal year until the Budget has been ratified in accordance with 6.2.2.

6.2.4 Changes to budget lines up to \$1000.00 may be approved by the Board at a single reading.

6.2.5 Changes to budget lines exceeding \$1000.00 shall require one reading at Board and one reading at SGPS Council.

6.2.5 All loans and pay advances to staff members and Directors are strictly forbidden.

Section 6.3- Major Expenditures

6.3.1 Definition:

- a. A major expenditure is defined as an expenditure exceeding \$5,000.
- b. Major expenditures shall include, but not be limited to, major renovations of property and acquisition of new property.

6.3.2 Major expenditures shall require one reading at the Board and one reading at Council.

Section 6.4 – Financial Records

6.4.1 All revenues shall be deposited in the Authority accounts, and all expenses paid from the same.

6.4.2 The SGPS VP Finance and Services shall be directly responsible for the administration of all Authority accounts and shall keep adequate records of all transactions with the assistance of the CEO.

6.4.3 All expenditures from Authority accounts shall be documented by appropriate receipts, invoices, cheque stubs, or other satisfactory evidence.

6.4.4 The VP Finance and Services of the SGPS shall present to the Board, Council, and the OPIRG Kingston Board a balance sheet and income statement outlining all transactions at the Annual General Meetings of those bodies.

Section 6.5 Cheque Signing

The Signing Officers for the Authority accounts shall be the Officers of the Corporation, i.e., the Board Chair, the SGPS President, and the VP Finance and Services, as well as the VP Campaigns and Community Affairs. Two signatures are required for all financial transactions.

Section 6.6 Audits

6.6.1 The books and business transactions of the Authority must be audited each fiscal year by a Chartered Accountant and the results of the audit reported to the Board, SGPS Council, and the OPIRG Kingston Board at their Annual General meetings.

6.6.2 Any Ordinary Member of the SGPS may demand to examine the books and business transactions of the Authority. This examination must be done in the presence of the VP Finance and Services. If desired, this examination may take the form of an independent audit by a Chartered Accountant, with the costs of the audit to be paid by the ordinary member who requests it.

Section 6.7 Fund Transfers to and from the SGPS

6.7.1 SGPS Council shall have the authority, at any time, to transfer funds and assets belonging to the SGPS to and from the Authority with a simple majority resolution.

6.7.2 The transfer of funds or assets shall be approved by the Board and take place within ninety (90) days of the approved resolution.

Article 7- Equity

Section 7.1 Equitable Purchasing

7.1.1 The Authority shall strive for a fair and equitable relationship with the City of Kingston and the neighborhood communities where the Authority owns housing.

7.1.2 The Authority shall engage in fair and equitable practices when purchasing housing.

7.1.3 In this context, Studentification is defined as the increase of students in neighborhood housing to the detriment of long-term multi-demographic residents.

7.1.4 In this context, Ghettoization is defined as the loss of quality housing and neighborhood well-being due to substandard housing and increasing Studentification.

7.1.5 Recognizing that the studentification of multi-demographic neighborhoods is problematic, the Housing Authority shall strive to purchase in areas that are already designated for Queen's student housing or heavily inhabited by Queen's students.

7.1.6 The Authority shall either purchase high quality housing or renovate substandard housing in order to provide quality housing and add to the value of the community as a whole. Substandard housing is defined as housing that requires major repair or accommodations in one or more of six categories: structural, electrical, plumbing, heating, fire safety, or overcrowding. Housing will also be considered substandard if it: endangers the health, safety, or well-being of occupants, does not have operable indoor plumbing, does not have a usable flush toilet, bathtub, or shower, does not have electrical service, does not have adequate sources of heat, or does not have a kitchen.

7.1.7 The Authority shall not pressure community members to sell housing nor will it create conditions around community members (increasing Studentification) that force long-time multi-demographic community members out of their homes.

7.1.8 The Authority shall buy housing at fair market values, recognizing that they are contributing to the well-being of the community as much as providing housing to students.

7.1.9 The Authority shall only purchase residential housing. They may not purchase commercial property or hybrid residential/commercial property. .

7.1.10 Whereas concentrated student housing leads to Studentification of housing and the Ghettoization of neighborhoods, the Authority shall strive to spread housing purchases over the designated purchasing geographic area instead of purchasing housing in a concentrated area.

Section 7.2 Equitable Property Ownership

7.2.1 It is discriminatory for the Authority to refuse to sell or rent after the making of a bona fide offer, or to refuse to negotiate for the sale or rental of, or otherwise make unavailable or deny, a dwelling to any person because of race, color, religion, sex, familial status, sexual orientation, citizenship/immigration status, age, physical/mental disabilities, socioeconomic status, or national origin.

7.2.2 It is discriminatory for the Authority to discriminate against any person in the terms, conditions, or privileges of sale or rental of a dwelling, or in the provision of services or facilities in connection therewith, because of race, color, religion, sex, familial status, sexual orientation, citizenship/immigration status, age, physical/mental disabilities, socioeconomic status, or national origin.

7.2.3 It is discriminatory for the Authority to make, print, or publish, or cause to be made, printed, or published any notice, statement, or advertisement, with respect to the sale or rental of a dwelling that indicates any preference, limitation, or discrimination based on race, color, religion, sex, familial status, sexual orientation, citizenship/immigration status, age, physical/mental disabilities, socioeconomic status, or national origin.

7.2.4 It is discriminatory for the Authority to represent to any person because of race, color, religion, sex, familial status, sexual orientation, citizenship/immigration status, age, physical/mental disabilities, socioeconomic status, or national origin that any dwelling is not available for inspection, sale, or rental when such dwelling is in fact so available.

7.2.5 It is discriminatory for the Authority to induce or attempt to induce any person to sell or rent any dwelling by representations regarding the entry or prospective entry into the neighborhood of a person or persons of a particular race, color, religion, sex, familial status, sexual orientation, citizenship/immigration status, age, physical/mental disabilities, socioeconomic status, or national origin.

7.2.6 If a potential tenant or current tenant suffers from a physical/mental disability, chronic illness, or other disability, the Authority may not refuse to make reasonable modifications to the dwelling or common use areas, at the tenant's expense, if necessary for the tenant to use the housing.

7.2.7 If a potential tenant or current tenant suffers from a physical/mental disability, chronic illness, or other disability, the Authority may not refuse to make reasonable accommodations in rules, policies, practices or services if necessary for the tenant to use the housing.

7.2.8 Familial status protection shall be ensured by the Authority and will apply to families as well as pregnant women and anyone securing legal custody of a child under 18.

7.2.9 The Authority shall establish a complaints system administered by an external party to address any issues of discrimination/harassment that may arise among current tenants and potential tenants between themselves and between tenants and the Authority.

Section 7.3 Tenant Protection

7.3.1 The Authority may not interfere with the organization of a Tenants' Association and will work closely with such a Tenants' Association if it is formed.

7.3.2 Understanding that income is directly related to access to housing, the Authority shall make every effort to provide housing to students from low-income brackets.

7.3.3 The Authority shall recognize the rights of tenants as laid out in the Residential Tenancies Act of 2006 (Statutes of Ontario, 2006, Chapter 17).

7.3.4 The eviction of tenants must follow policies and protocols established by the Board. Such policies and protocols must be provided to tenants in writing at the time they sign a lease, and must be posted on the Web page or Web site of the Housing Authority and/or the SGPS. Such policies must include grounds for eviction and provision for written warnings to the tenant in question.

7.3.5 When the Housing Commissioner and/or Executive Director believes eviction is warranted according to policy, the VP Finance and Services must be notified. The VP Finance and Services must make a reasonable attempt to contact the tenant in question and attempt to reach an agreement that will remove the need to evict. If this fails, the VP Finance and Services must notify the Board Chair and place an eviction hearing on the agenda of the next Board meeting. The tenant in question must be notified of the holding of an eviction hearing and permitted to speak in his/her/hir defense. The tenant must be permitted to bring another person to act as counsel or spokesperson for the tenant. Following the presentation of arguments and evidence from both sides as determined by the Chair, the Board may vote to evict by a simple majority vote.

7.3.6 No tenant may be evicted without a majority vote by the Board.

7.3.7 Upon a vote to evict by the Board, the tenant must be advised of the right to appeal decisions to evict to the SGPS Council. Should the tenant request the opportunity to appeal the Board's decision, a hearing must be held at the next SGPS Judiciary Committee meeting. The tenant must be allowed to bring another person to act as counselor or spokesperson. After the presentation of arguments and evidence as determined by the Chair, the Judiciary Committee may vote to overturn the eviction by a simple majority vote, and must then approve instructions to the Housing Authority regarding alternative measures to be taken. It will be the responsibility of the Housing Board to present alternative measures to the Judiciary Committee at their next meeting.

7.3.8 Should the Judiciary Committee not vote to overturn the eviction, the eviction must be carried out according to policies established by the Board.

7.3.9 The eviction policies of the Board will allow for sufficient time for the tenant to leave after the eviction notice has been given.

Article 8- Bylaws and Policies

8.1 Bylaws

8.1.1 The Authority shall have Bylaws.

8.1.2 Amendments to the Bylaws may be proposed by:

- a. The Chair upon written request from four (4) or more Directors;
- b. The SGPS Speaker upon written request from five (5) or more voting members of Council;

8.1.3 The first reading of a motion amending the bylaws shall take place at a Board meeting.

8.1.4 The second reading of a motion shall take place at either a SGPS Council or General meeting.

8.1.5 A 2/3 majority vote is required at both first and second readings of a motion to amend the Bylaws. If the amendment concerns Article 8.2 or Article 10, the first reading vote requires the approval of the OPIRG Kingston Directors within the approving majority.

8.1.6 Notice of the proposed amendments to the Bylaws shall be given by the SGPS Speaker to members of the SGPS and OPIRG Kingston Board of Directors ten (10) days in advance of the meeting where the first reading will be considered.

8.2 Entrenched Policies

8.2.1 The Authority shall have Entrenched Policies.

8.2.2 Entrenched Policies may be amended by a simple majority vote at any Board meeting that must include the OPIRG Kingston Directors within the majority.

8.2.3 Notice of the proposed amendments to the Entrenched Policies shall be given by the Chair to the Directors and Observers ten (10) days in advance of the meeting where it will be considered.

8.3 Policies

8.3.1 The Authority shall have Policies.

8.3.2 Policies may be amended by a simple majority vote at any Board meeting.

8.3.3 Notice of the proposed amendments to the Policies shall be given by the Chair to the Directors and Observers (10) days in advance of the meeting where it will be considered.

Article 9- Committees

9.1 Purchase and Sales Committee

9.1.1 Establishment and Composition of the Committee:

- a. A Purchase and Sales Committee shall be a standing committee of the Authority.
- b. The Purchase and Sales Committee shall be comprised of the following voting members: the SGPS Equity Commissioner (or designee); one (1) OPIRG Kingston Director (or designee); the SGPS Vice-President Campaigns and Community Affairs (or designate); any two other Ordinary Members of the SGPS appointed by the Housing Authority Board for one year renewable terms.
- c. The CEO and Housing Commissioner shall be non-voting members of the Committee.
- d. The Purchase and Sales Committee shall be chaired by the SGPS Equity Commissioner (or designee).

9.1.2 Purpose and Duties of the Committee:

- a. The purpose of the Purchase and Sales Committee is to identify properties to potentially be bought or sold by the Authority.
- b. The Purchase and Sales Committee's related purpose is to insure that decisions to purchase or sell particular properties adhere to the mission, purpose, and ethics of the Housing Authority, i.e., restricting purchases to housing, and taking into consideration the people and communities potentially affected by such decisions. The Committee shall consider the advice of the SGPS Equity Commissioner and the OPIRG Kingston representative in these matters.
- c. All decisions to buy or sell property must first be approved by the Purchase and Sales Committee.
- d. When directed to do so by the Housing Authority Board, the Housing and Sales Committee will search for possible properties to buy within the parameters set by the Board. Properties identified by the Committee as being suitable potential purchases shall be reported to the Housing Authority Board in a timely manner.
- e. The Committee shall report its activities in writing to the Board at each Board meeting and submit an annual report at each Annual General Meeting of the Housing Authority.
- f. All decisions by the Committee regarding the selection of properties for purchase or sale shall be subject to the provisions of Article Z [outlining procedures and restrictions].

9.2 Finance and Operations Committee

9.2.1 Establishment and Composition of the Committee

- a. A Finance and Operations Committee shall be a standing committee of the SGPS Housing Authority.
- b. The Finance and Operations Committee shall be comprised of the following voting members: the SGPS Vice-President Finance and Services (or designee); the Board Chair (or designee); any three other Ordinary Members appointed by the Board for one year renewable terms.
- c. The CEO and Commissioner shall be non-voting members of the Finance and Operations Committee.
- d. The Finance and Operations Committee shall be chaired by the SGPS VP Finance and Services (or designee).

9.2.2 Purpose and Duties of the Committee

- a. The Finance and Operations Committee shall prepare an annual operating budget, along with guidelines, that is to be submitted to the Board for review and ratification in accordance with Article 6 of the Authority bylaws.
- b. The purpose of the Committee is to oversee and ensure the efficient operation of the Authority, including but not limited to: the selection of tenants; leases; repairs and maintenance; physical upgrades and refurbishment; contracting, hiring, and purchasing.
- c. The Finance and Operation Committee's related purpose is to ensure that all operations of the Housing Authority are conducted in the most ethical and equitable manner, including but not limited to: ethical purchasing; preference for local contractors; physical accessibility; sustainability; non-discriminatory leasing practices; and fair labour practices, including consideration and accommodation of people with disabilities, parents, and religious observances.
- d. The Finance and Operation Committee may recommend policies and policy changes related to operations to the Board, but they must be approved by the Board before being implemented.
- e. Can make recommendations of major expenditures of over \$5,000 to the Board.
- f. At the request of the SGPS Equity Commissioner or an OPIRG Kingston Director, the Chair must place any specified decision of the Finance and Operations Committee on the agenda of the next Board meeting for review.
- g. Any decision of the Committee may be reversed by a majority vote of the Board.
- h. The Committee shall report its activities in writing to the Board at each Board meeting and submit an annual report at each Annual General Meeting of the Housing Authority.

9.3 Special Committees

9.3.1 Special Committees are established for the purposes of examining questions for which neither of the Authority's committees exists, as determined by the Chair.

9.3.2 The membership and terms of reference of Special Committees shall be determined by a resolution of the Board.

9.3.4 A Special Committee shall be dissolved:

- a. by resolution of the Board; or
- b. following the presentation of its final report to the Board.

Article 10- Dissolution

10.1 Dissolution of the Authority

10.1.1 The dissolution of the Authority may be proposed by:

- a. the Chair upon written request from ten (10) or more Directors; or
- b. the SGPS Speaker upon written request of (15) or more voting members of the SGPS Council; or
- c. the SGPS Speaker upon written request from one-hundred (100) or more Ordinary Members of the SGPS;

10.1.2 A dissolution of the Authority may be ratified by a 9/10 majority vote at any Council meeting.

10.1.3 Notification of the dissolution shall be given by the SGPS Speaker thirty (30) days in advance of the meeting where it will be considered to the SGPS membership and the OPIRG Kingston Board of Directors.

10.1.3 Upon ratification of the dissolution, the Board shall first liquidate all assets of the Authority and cover all Authority related debts within one-hundred and eighty (180) days of the ratified dissolution.

10.1.4 Upon liquidation of all Authority assets, the Board shall transfer all funds to the SGPS and OPIRG Kingston Board based on their respective portions within ninety (90) days.

10.1.5 Upon transfer of all funds of the Authority to the SGPS and OPIRG, the Board shall file the necessary paperwork and documents in accordance with the Ontario Corporations Act for official dissolution within ninety (90) days.

10.2 Secession of OPIRG

10.2.1 OPIRG Kingston is a recognized financial partner of the Authority.

10.2.2 There shall be no entity, other than the OPIRG Kingston Board of Directors, who shall have the authority to remove the OPIRG Directors from the Board.

10.2.3 OPIRG Kingston may secede provided that:

- a. the OPIRG Kingston Board of Directors first notifies the Board as well as the SGPS Speaker of their intent to remove their assets and their representation from the Authority and the Board;
- b. the Board strikes a Special Committee upon notification that shall have the specific objective of devising an "OPIRG Secession Transition Plan" and presenting it to the Board in a timely manner;
- c. the Board ratifies the "OPIRG Secession Transition Plan" and notifies OPIRG Kingston Board of Directors and the SGPS Speaker; and
- d. the "OPIRG Secession Transition Plan" is ratified by the SGPS Council and the OPIRG Kingston Board of Directors by simple majority votes of each.

10.2.4 OPIRG Kingston shall secede in accordance with the ratified "OPIRG Secession Transition Plan".