Trochu Housing Corporation Meeting

Annual General Meeting - Draft Agenda

Monday November 9th, 2026, from 3:00 pm - 3:30 pm
Town of Trochu Administrative Office, Trochu, AB

Directors Present: Richard Hoppins, Barry Kletke, Paula Kowalchuk, Chris Reeds, Ken King, Dave Nelson

Alternate Director Present: Laura Lee Machell-Cunningham, Carl Peterson

Management/Consultant Present: Jamie Collins, Sam Smalldon

Recording Secretary: Jamie Collins

1. Approval of Agenda
2. Approval of AGM Minutes
   a. November 10th, 2025
3. Letters of Appointment
4. Conflict of Interest
5. Election of Chair of the Board
6. Election of Vice Chair
7. Appointment of Officers
   a. President
   b. Secretary/Treasurer
8. Confirmation of Bylaws
9. Committees
10. Add New Board Members
11. Risk Management
12. Public Accountant/Auditor and Financial Year-End
13. Banking and Signing Authorities
14. 2027 Meeting Schedule 4:00 PM Town of Trochu Office
    - January 11th, 2027
    - February 8th, 2027
    - March 8th, 2027
    - April 12th, 2027
    - May 10th, 2027
    - June 14, 2027
    - July 12th, 2027
    - August 9th, 2027
    - September 13th, 2027
    - October 11th, 2027
    - AGM November 8th, 2027
15. Adjournment

Trochu Housing Corporation Meeting

Annual General Meeting

Monday, November 10th, 2025, 4:00 PM
Town of Trochu Administrative Office, Trochu, AB

Minutes

Directors Present: Richard Hoppins, Barry Kletke, Paula Kowalchuk, Chris Reeds, Carl Peterson, Ron Zook

Alternate Director Present: Carl Peterson, Laura Lee Machell-Cunningham

Management/Consultant Present: Jamie Collins, Sam Smalldon

Recording Secretary: Jamie Collins

Guests: Ken King, Past Director, Lyle Nelson, Trochu Seniors Housing Society Ginny Walker, St. Mary's Foundation, Scott Bareg, Covenant Health Sign in sheet for guests in the gallery is attached

Sam Smalldon Called the meeting to order at 4:03 pm

1. **Approval of Agenda**

Vice Chair Paula Kowalchuk the motion to approve the agenda.

CARRIED

2. **Approval of AGM Minutes November 12th, 2024**

Vice Chair Paula Kowalchuk made the motion to approve the minutes.

CARRIED

3. **Letters of Appointment**
   a) Letters from Kneehill County and The Town of Trochu appointing Board Members for 2025/2026 are on file.

4. **Conflict of Interest**
   a) Conflict of Interest – circulated, signed, and returned to Jamie Collins

5. **Election of Chair of the Board**

- President Sam Smalldon ran the election and called for nominations.

Director Chris Reeds nominated Barry Kletke for Chair of the Board.

- Barry Kletke accepted the nomination

- No Other Nominations

Director Ron Zook moved nominations to cease.

CARRIED

- Barry Kletke was elected Chair of the Board for a one-year term

6. Election of Vice Chair

- Chair Barry Kletke ran the remaining elections and called for nominations.

Director Ron Zook nominated Paula Kowalchuk for Vice Chair of the Board.

- Paula Kowalchuk accepted the nomination

- No Other Nominations

Director Dave Nelson moved nominations to cease.

CARRIED

- Paula Kowalchuk was elected Vice Chair for a one-year term

7. Appointment of Officers

a. President
b. Secretary
c. Treasurer

Director Dave Nelson made the motion that Sam Smalldon be appointed President and Jamie Collins be appointed Secretary/Treasurer.

CARRIED

8. Confirmation of Bylaws

Director Chris Reeds made the motion to confirm the Bylaws.

CARRIED

9. Committees

- None are needed currently; as the year progresses, working groups will likely be established.

10. Add New Board Members

Chair Barry Kletke made the motion to add Ken King as a board member, filling the recently vacated community member seat with Carl Peterson's election to Trochu Council.

CARRIED

11. Risk Management

- We are in the process of increasing insurance coverage now that the project build has begun. This increase will be reflected in the upcoming budget.

12. Public Accountant/Auditor and Financial Year End

- Sam Smalldon recommended we continue with the relationship we currently have. The Town of Trochu provides accounting services, and the Town Auditor is available to provide assurances as required. The Board Agreed

13. Banking and Signing Authorities

- Currently, Chair Barry Kletke, Secretary/Treasurer Jamie Collins and Vice Chair Paula Kowalchuk

Director Ron Zook made the motion to make no changes to the signing authorities.

CARRIED

14. 2026 Meeting Schedule

4:00 PM Town of Trochu Office
January 12th, 2026
March 16th, 2026
May 11th, 2026
July 13th, 2026
September 14th, 2026
AGM November 10th, 2026

Director Ken King made the motion to accept the meeting schedule.

CARRIED

15. Adjournment

Meeting adjourned at 4:16 PM

TROCHU ALBERTA
www.town.trochu.ab.ca

The Town of Trochu

PO Box 340 Trochu, AB T0M 2C0
Phone (403) 442-3085 Fax (403) 442-2528

November 2, 2026

Attention: Board of Directors

Subject: Appointment of Town Representatives to the Trochu Housing Corporation Board

Dear Board Members,

At the Town of Trochu's Organizational Meeting held on October 28, 2025, Deputy Mayor Chris Reeds and Mayor Barry Kletke were appointed as the Town of Trochu's Council representatives to the Trochu Housing Corporation Board. Councillor Carl Peterson was appointed as the alternate member.

The appointment of Dave Nelson, Director of Operations, as the Town of Trochu's staff representative remains in effect.

Council also understands that the community representatives for 2026 will be Ron Zook, Ken King, and Paula Kowalchuk, and wishes to express its full support and appreciation for their involvement and contributions to the board.

Sincerely,

Jamie Collins, CLGM
Chief Administrative Officer
Town of Trochu

Kneehill COUNTY

October 27, 2026

Trochu Housing Corporation
Box 240
Trochu, AB
T0M 2C0

RE: Kneehill County Organizational Meeting

Dear Sam Smalldon

At the October 27, 2026 Organizational meeting, the following were appointed as Kneehill County's representatives to the Trochu Housing Corporation Committee for the 2026-2027 term:

Reeve, Richard Hoppins
Deputy Reeve, Laura Lee Machell-Cunningham (alternate)

Please find enclosed a copy of the contact information for Kneehill County Council

Sincerely,

Carolyn Van der Kuil
Legislative Services Manager

Box 400, Three Hills, Alberta, T0M 2A0
Phone: 403-443-5541 · Toll Free: 1-866-443-5541
Email: office@kneehillcounty.com
www.kneehillcounty.com

1600 2nd Street NE, Three Hills, AB T0M 2A0
Phone: 430-443-5541 Fax: 403-443-5115
Email: carolyn.vanderkuil@kneehillcounty.com

Reeve – Richard Hoppins

Deputy Reeve – Laura Lee Machell-Cunningham

Chief Administrative Officer – Theresa Cochran
Phone: 403-443-5541
Email: theresa.cochran@kneehillcounty.com

Manager of Planning and Development – Barb Hazelton
Phone: 403-443-5541
Email: barb.hazelton@kneehillcounty.com

KNEEHILL COUNTY COUNCIL – CONTACT INFORMATION

Councillor	Contact #	Email Address
Anderson, Merle	403-820-0092	Merle.anderson@kneehillcounty.com
Hoppins, Richard	403-588-8733	Richard.hoppins@kneehillcounty.com
MACHELL-CUNNINGHAM, Laura Lee	403-443-0752	Lauralee.machell-cunningham@kneehillcounty.com
McCook, Lonnie	403-304-4348	Lonnie.mccook@kneehillcounty.com
Olson, Lowell	403-443-0680	Lowell.olson@kneehillcounty.com
Penner, Darcy	403-815-2349	Darcy.penner@kneehillcounty.com
Wittstock, Jerry	403-312-6196	Jerry.wittstock@kneehillcounty.com

Amended and Restated Bylaws of Trochu Housing Corporation
Approved by the Board of Directors
December 16th, 2024

Section 1 – General

1.01 Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:
"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c 23 including the regulations made pursuant to the Act, and any statue or regulations that may be substituted as amended from time to time; **"Articles"** means the original or restated articles of incorporation or articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation:
"Board" means the board of directors of the Corporation and **"Director"** means a member of the board;
"Bylaw" means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
"Corporation" means the Trochu Housing Corporation;
"Meeting of Members" includes an annual meeting of members or a special meeting of members;
"Ordinary Resolution" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;
"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
"Public Accountant" means a person with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws or otherwise under the Act;
"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
"Special Meeting" includes a special meeting of all members entitled to vote at an annual meeting of members;
"Special Resolution" means a resolution passed by a majority of not less than two third (2/3) of the votes cast on that resolution.

1.02 Interpretation

For the interpretation of the Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders and identities, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of documents shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. A signing Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.06 Budget Approval

At each annual meeting of the members, the members will be presented with the operation budget of the Corporation and will vote to approve the operation budget by ordinary resolution.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements ad documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered officer or by prepaid mail.

1.09 Borrowing Powers

If authorized by a bylaw, which is duly adopted by the Directors and confirmed by Ordinary Resolution of the members, the Directors of the Corporation may from time to time:

a. Borrow money on the credit of the Corporation;
b. Issue, re-issue, sell, pledge, or hypothecate debt obligations of the Corporation, and,
c. Mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such bylaw may provide for the delegation of such powers by the Directors to such Officers or Directors of the Corporation to such extent and in such manner as may be set out by the bylaw.

Nothing herein limits or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

1.10 Insurance
Directors and officers liability insurance, including errors and omissions coverage, in such amounts and with such deductible as the Board may determine, insuring the Board and every member thereof from time to time and all employees of the Corporation from and against all loss, costs, and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a member or officer of the Board.

Section 2 – Membership

2.01 Membership Conditions
Subject to the Articles, membership in the Corporation shall be limited to municipalities in Alberta that meet the following criteria:
a. the municipality is located within the Kneehill Region;
b. the municipality is added to the membership by a Special Resolution of the members;
c. the municipality commits any financial assistance that is determined by the directors as necessary for membership in the Corporation.

2.02 Initial Member
The Town of Trochu is the initial member of the Corporation and the Town of Trochu is deemed to be a member for the purpose of membership approval as set out in section 2.01(b).

2.03 Member Rights
Each member shall be entitled to receive notice of, attend, and vote at all meetings of the Corporation.

Pursuant to subsection 197(1) (Amendments of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendments to this section of the Bylaw if those amendments affect membership rights and/or conditions described in paragraphs 197(1),(e),(h),(l), or (m).

2.04 Notice of Meeting of Members
There shall be an annual general meeting of the members held within 14 months of the last annual general meeting. On the request of at least 75% of the members, a Special Meeting of the members shall be called by the Directors of the Corporation.

Notice of the time and place of a meeting of members shall be given to each member at the meeting by the following means:

a. By mail, courier, or personal delivery to each member during a period of 21 to 60 days before the day on which the meeting is to be held; or
b. By telephone, electronic, or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(Amendments of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members.

2.05 Absentee Voting by Mail Ballot

Pursuant to subsection 197(1) (Absentee Voting) of the Act, a member may vote by mailed in ballot if the Corporation has a system that:

a. Enables the votes to be gathered in a manner that permits their subsequent verification, and
b. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendment to the Bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

2.06 Non-Transferability

Membership in the Corporation is not transferable.

2.07 Termination of Membership

A membership in the Corporation is terminated when:

a. The member ceases to satisfy the eligibility requirements set out in Section 2.01;
b. The member resigns by delivering a written resignation to the chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation; and
c. The Corporation is liquidated or dissolved under the Act.

Subject to the Articles upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.08 Member Representative

Each member will appoint a representative person who will have the authority to attend meetings and vote at any meeting on behalf of any member. On any matter that requires notice given to the member, the Corporation will give such notice to the member to the attention of the member representative.

Section 3- Meetings of Members

3.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, Directors, and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.02 Chair of the Meeting
In the event that the Chair of the Board and the Vice-chair of the Board are absent, the members who are present at the meeting shall choose one of their members to chair the meeting.

3.03 Quorum
A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 65% of the members at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.04 Votes to Govern
At any meeting of members every question shall, unless otherwise provided by the Articles or Bylaws of by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.05 Participation by Electronic Means at Member's Meetings
If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the Bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication facility that the Corporation has made available for that purpose.

3.06 Members Calling a Member's Meeting
The Board of Directors shall call a Special Meeting of members in accordance with section 167 of the Act (Requisition of Meeting), on written requisition of members carrying not less that 50% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition any member who signed the requisition may call the meeting.

3.07 Specific Member Authority
In addition to any matters where are the subject of the exclusive authority of the members of the Corporation under the Act or the articles of the Corporation, the following matters pertaining to the business and affairs of the Corporation are reserved exclusively to the authority and approval of the members who shall have the power to:
a. make, amend and repeal the Articles of the Corporation with unanimous consent;
b. make, amend and repeal the Bylaws of the Corporation with unanimous consent;

c. in addition to any qualifications in the Act, specify eligibility and residency criteria for the Directors;
d. elect, re-elect and remove Directors and fill vacancies on the board;
e. approve the operations budget of the Corporation;
f. approve the sale, lease, exchange or dispoal of all or substantially all or a material portion of the property of the Corporation; and
g. approve all borrowing requriements of the Corporation.

Section 4 – Directors

4.01 Election and Term
The Board shall consist of a minimum of 3 and a maximum of 9 Directors. The Directors shall be elected by the members of the Corporation at the annual meeting of the members. Notwithstanding the foregoing, the members will elect Directors as follows:

i. Two Town of Trochu council members,
ii. Two Trochu community members,
iii. One Town of Trochu staff member, and
iv. One Kneehill County council member.

Any remaining positions on the Board of Directors shall be filled by persons who are not officers or employees of the Corporation. The Directors shall be elected by members at each annual general meeting at which an election of Directors is required, and the Directors shall hold office for a term of four (4) years. No Directors shall serve more than two (2) consecutive terms in office.

Unless authorized at any meeting, no Director shall receive any renumeration for services provided to the Corporation but may be reimbursed for reasonable expenses related to Board of Director's activities.

Section 5 – Meetings of Directors

5.01 Calling of Meetings
Meetings of the Board may be called by the Chair of the Board or the Vice-chair of the Board.

5.02 Notice of Meetings
Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

a. Delivered personally to the latest address shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
b. Mailed by prepaid ordinary mail to the Director's address as set out in (a);

c. By telephone, electronic or other communication facility at the director's recorded address for that purpose; or
d. By an electronic document in accordance with Part 17 of the Act (Documents in Electronic or Other Form).

Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose of the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required of any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
Notwithstanding the foregoing, the Board shall hold a minimum of 4 meetings per calendar year.
The Board of Directors shall attend the annual general meeting of the members.
Votes by proxy are not accepted at meetings of the Board.

5.04 Quorum

A quorum at any meeting of the directors shall be 50% of the directors provided that at least one director who is also a Town of Trochu Council Member and one director who is also a County of Kneehill Council Member are present at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.05 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

5.06 Committees

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

5.07 Participation by Electronic Means at Director's Meetings

If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these Bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication facility that the Corporation has made available for that purpose.

Section 6 – Officers

6.01 Description of Officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

a. **Chair of the Board** – the Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.
b. **Vice-Chair of the Board** – the Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair is absent or is unable to or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
c. **President** – if appointed, the President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and polices of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
d. **Secretary** – if appointed, the Secretary shall attend and be the Secretary of all meeting of the Board, members, and committees of the Board. The Secretary shall enter anything of cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the Public Accountant, and members of committees the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
e. **Treasurer** – if appointed, the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for the Board or President requires of them. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

6.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may, remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

a. The Officer's successor being appointed,
b. The Officer's resignation,
c. Such Officer ceasing to be a Director (if a necessary qualification of appointment) or
d. Such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors my, by resolution, appoint a person to fill such vacancy.

Section 7 - Notices

7.01 Method of Giving Notices

Any notice (which includes any communication or document) to be given (which includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the Bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

a. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors);or
b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
c. If sent to such person by telephone, electronic or other communication facility at such person's recorded address for that purpose; or
d. If provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.02 Invalidity of any provisions of the Bylaw

The invalidity of unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw.

7.03 Omissions and Errors
The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 8 – Authority
The Board shall, subject to the Bylaws, have full control and management of the affairs of the Corporation.
The Board shall in general, exercise authority for the Corporation including the authority to:

a. Determine the scope of its activities and its general polices of operation;
b. Carry out the purposes outlined in these Bylaws;
c. Administer, buy, sell, lease, borrow, pledge or otherwise deal with the whole or any part of the property of the Corporation;
d. Borrow, raise or secure the payment of money in any manner it thinks fit for the purpose of carrying out its objects, and by Special Resolution of the Corporation, the issue of debentures;
e. Maintain a voting membership for the Board and appoint the Officers of the Corporation; and
f. Strike standing and ad hoc committees and empower them as the Board determines appropriate to fulfill its mandate. The Board may define the objectives, membership, authority any terms of each such committees, with the exception of the constraint that at least one member of any committee must be a member of the board.

Section 9 – Committees
The Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such committees, establish terms of reference for such committees and may fix by resolution any remuneration to be paid.

Section 10- Financial Review

10.01 Appointing a Public Accountant
The Members shall, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant who shall serve until the close of the next annual general meeting. If a Public Accountant is not appointed at an annual general meeting, the incumbent Public Accountant will be deemed to continue to so act until a successor is appointed by Ordinary Resolution.

10.02 Removal of Public Accountant
A Public Accountant may be removed by Ordinary Resolution, except where such Public Accountant is appointed by the court in accordance with the Act. A vacancy that is created by

the removal of the Public Accountant may be filled by Ordinary Resolution at the Special Meeting at which the prior Public Accountant was removed, provided that if not so filled at that meeting, the vacancy will be filled by ordinary resolution of the Directors following the meeting of members.

10.03 Notice of Removal
A Public Accountant will be promptly informed in writing of his or her appointment or removal.

10.04 Restrictions on Who May be Public Accountant
No Director, Officer or employee of the Corporation will be the Public Accountant.

10.05 End of Appointment of Public Accountant
The Public Accountant will cease to act upon:

a. Ceasing to meet the restrictions set out in Section 10.04;
b. Delivering his or her resignation in writing to the Corporation or by mailing or delivering it to the address of the Corporation, which resignation will be effective on the later of (I) the effective date of resignation state therein, and (II) the date on which the resignation is receive by the Corporation, as the case maybe;
c. His or her death;
d. His or her removal in accordance with these Bylaws; or
e. The date on which a replacement Public Accountant is appointed in accordance with these Bylaws.

10.06 Attendance at Meetings
The Public Accountant may, and if so, requested by a member or Director in accordance with the Act, attend any meeting of members, and Directors' meeting and any meeting of the Audit Committee and advise on matters related to his or her duties as the Public Accountant.

10.07 Annual Audit
The Public Accountant will conduct an annual audit engagement in accordance with the Act.

10.08 Reporting of Audit
After conducting an audit engagement, the Public Accountant will report to the members in the manner required in the Act.

Section 11 – Amendment of Bylaws
Any amendment, addition to, or repeal of these Bylaws by Special Resolution is effective on the latter of:

a. The date on which the Special Resolution authorizing the alteration was passed; and
b. Such later date as may be set out in writing in the Special Resolution authorizing the altercation.

Section 12 – Indemnification
Subject to the Act, every person when acting in his or her capacity as a Director, an Officer of the Corporation or a member of a committee of the Corporation and any other servant or agent of the Corporation shall, out of the Corporation's funds, be indemnified and saved harmless

from and against any liability he or she may suffer or incur arising out of the normal operation of the Corporation, or out of any duty or responsibility under these Bylaws, or out of any undertaking or assignment authorized by the Board and for all costs, charges and expense which he or she may suffer or incur in the defense of any claim, action, suit of proceeding alleging such liability, provided such liability, costs, charges and expense are suffered or incurred without his or her own willful default.

Dated effective the December 16th, 2024

Sam Smalldon, President

Barry Kletke, Chair

TROCHU HOUSING CORPORATION (THC)

SECTION: Board POLICY NO.: BP002

SUBJECT: Conflict of Interest Policy EFFECTIVE: September 2026

Policy Statement:

THC is committed to the highest standards of integrity, transparency, accountability, and ethical conduct. Directors, officers, employees, contractors, and others acting on behalf of THC shall avoid actual, potential, and perceived conflicts of interest and shall act in the best interests of the Corporation.

Purpose:

To establish standards for identifying, disclosing, managing, and documenting conflicts of interest to ensure decisions are made in the best interests of THC.

Definitions:

Covered Person: Any director, officer, employee, volunteer, contractor, consultant, or individual acting on behalf of THC. Conflict of Interest: A situation where personal, financial, or business interests may impair or appear to impair objective decision-making. Perceived Conflict of Interest: Circumstances where a reasonable observer could conclude that a conflict exists. Substantial Financial Interest: Ownership of 5% or greater or another significant financial interest in an entity.

Review:

This policy shall be reviewed annually by the Board of Directors.

Responsible Party:

Board Chair

References:

Canada Not-for-Profit Corporations Act; THC Bylaws; Code of Conduct; Policy Board Governance Policies

Administration and Implementation Requirements:

Covered Persons: This policy applies to directors, officers, employees, volunteers, contractors, consultants and persons acting on behalf of THC.

Disclosure Requirements: All actual, potential or perceived conflicts must be promptly disclosed in writing.

Management of Conflicts: Individuals with a conflict shall disclose the matter, refrain from influencing decisions, abstain from voting, and may be required to leave meetings while matters are discussed.

Financial and Business Transactions: Covered persons shall avoid transactions or arrangements that conflict with THC interests and shall not use confidential information for personal gain.

Failure to Disclose: The Board may investigate undisclosed conflicts and take corrective action where appropriate.

Documentation: Meeting minutes shall document disclosures, recusals, abstentions, and Board decisions.

Annual Declaration: Directors, officers, and designated employees shall annually review and sign a Conflict of Interest Declaration.

Conflict of Interest Annual Declaration

I acknowledge that I have read and understand the Trochu Housing Corporation Conflict of Interest Policy and agree to comply with its requirements.

Signature: _____

Printed Name: _____

Position: _____

Date: _____

Approved

Board Chair: _____

Board Secretary: _____