

Northern Alberta Co-operative Housing Association

ARTICLES OF INCORPORATION

November 23, 2004

1. Name

The name of the Cooperative is the Northern Alberta Co-operative Housing Association (NACHA).

2. Registered Office

The registered office of the Association shall be situated in the City of Edmonton, in the Province of Alberta.

3. Names and Residential Addresses of the Incorporators

Wes Denison	P.O. Box 43061, Edmonton	T5J 4M8
Erika Kuss	#303- 10950 - 82 Ave, Edmonton	T6G 2R9
Carol Payne	1619 - 48 Street, Edmonton	T6L 5L2
John Reynolds	1621 - 48 St, Edmonton	T6L 5L2
Catherine Flaman	5210 -144 Ave., Edmonton	T5A 4E8

4. Board of Directors

1. Number of Directors

The number of Directors who shall direct and supervise the concerns of the Association shall be not less than five (5) nor greater than seven (7), as shall from time to time be determined by the membership of the Association.

2. Election of Directors

- a. Subject to the provisions of section 52(1) of the Cooperatives Act, Directors shall be elected at a duly constituted General Meeting of the Association.
- b. Nominees must be members in good standing of a member cooperative, which is in good standing in the Association. The standard term of office will be for two (2) years, with a maximum of two (2) consecutive terms.
- c. There shall be no more than two (2) directors representing any member co-op serving on the board at one time.

3. Appointment of Directors

Directors may be appointed to fill vacancies that occur between General Membership Meetings. A Director will be elected at the next General Meeting to serve the balance of the term of the vacant position.

5. Objectives

The objectives for which the Association is formed are:

- a. to operate according to and promote the cooperative (Rochdale) Principles as adopted by the International Cooperative Alliance;
- b. to defend and advance the common interests of cooperative housing both individually and collectively;
- c. by supplying the following **Core services:**

Member Advisory Services

- phone and e-mail advice on housing co-operative related topics
- referral services (resource materials, professionals, sector organizations, consultants)
- regular and reliable hours / timely response / knowledgeable advice

Representation

- contacts with the local program regulator (CMHC, province or municipality)
- representation to elected representatives of all levels of government
- response to the public and media

Education

- delivery of an education program that meets the needs of members
- reference library

Communication

- regular newsletters or bulletins
- opportunities for networking among the co-ops
- web site

Value-added Services

- participation in programs (such as CHIP and other bulk purchase programs);

- d. to provide other services and cultural programs which are requested by the members and which are deemed proper and feasible;
- e. to promote and encourage membership in the Cooperative Housing Federation of Canada;
- f. to promote and encourage the construction of new continuing housing cooperatives.

The Objectives specified in each paragraph of Article 5 shall in no way be limited by reference to, or inference from, the terms of any other paragraph or the name of the Association, or by the juxtaposition of two or more Objectives, and that in the event of any ambiguity Article 5 shall be construed in such a manner as to widen and not to restrict the Objectives of the Association.

6. NACHA is an Association of Continuing Housing Cooperatives

1. The Cooperative is a non-profit Association subject to the Cooperatives Act of Alberta;
2. The Association is to provide member services to organizations, the majority of which are Continuing Housing Cooperatives.

7. Restrictions

The Association shall function as a not for profit organization:

- a. no shares will be issued;
- b. any profits or accretions accruing to the Association shall be used for the purpose of promoting its objectives;
- c. upon winding up or dissolution of the Cooperative, after the payment of all its debts and liabilities the remaining property of the Association is to be transferred to, or distributed among one or more non-profit housing Cooperatives, non-profit organizations or charitable organizations;
- d. the Association must not distribute any of its property or pay any money to its members except;
 - i). amounts owed to a member, or
 - ii). reasonable amounts for goods and services provided by a member;
- e. The Association may not amend its articles to change from a non-profit Cooperative to any other type of Cooperative or corporation, except as provided in the Cooperatives Act of Alberta;
- f. Officers and Directors of the Association shall not receive any payment or benefit or services provided as Officers or Directors. Directors may receive a payment or benefit for services provided other than in their capacity as Officers or Directors for which the Association might reasonably make or provide such payment or benefit.

8. Membership

1. Membership in the Association will be based on annual membership dues; as proscribed in the Association's Bylaws.
2. Membership shall be open to all organizations able to use the services of the Association who are willing to accept the responsibilities of and abide by the terms of membership. Classes of membership shall be as follows:
 - i) Class "A" Members - any continuing housing cooperative that is also a member of CHF Canada. Responsibilities, Rights and Benefits of class "A" membership are as set out in the Association's Bylaws.
 - ii) Class "B" Members - any organization that the NACHA Board of Directors accepts as a member, which does not meet the requirements to become a Class

"A" Member. Responsibilities, Rights and Benefits of class "B" membership are as set out in the Association's Bylaws.

3. Subject to the laws of general application as to discrimination the Association may refuse membership on such grounds as it may determine.

9. Cooperative Basis

The Association will be organized and operated on a co-operative basis, according to the International Co-operative Principles.

10. Membership Share Capital

The Association is incorporated without membership Share capital. Membership is through annual dues.

11. Transfer of Membership Interest

Membership interest in the Association is non transferable.

12. Maximum Rate to Be Paid On Member Loans

There will be no member loans.

13. Investment Shares

The Association does not have investment Share capital at the present time.

14. General Distribution of Powers

1. The members at a General Meeting of the Association may prescribe general policies regarding the governance, administration and management of the Association.
2. The Board of Directors is responsible to the membership for the implementation of general Policies and for the approval of procedures.
3. The Board of Directors may exercise all such powers of the Association as are not required to be exercised by the Association in a General Meeting. The Board of Directors has no power to amend or change any Articles or Bylaws. Without limiting the generality of the foregoing, the Board shall have the power to:
 - a. employ an Executive Director to conduct the day to day operations of the Association at the direction of the Board;
 - b. negotiate and execute contracts and other business in the interest and on behalf of the Association, within the limits set in the Association's Bylaws;
 - c. approve and reject memberships;

- d. terminate memberships on matters for which there is no appeal and initiate membership termination on matters for which there is an appeal in accordance with the Association's By laws;
 - e. set the annual budget and resulting membership dues in accordance with the Association's Bylaws if the membership cannot or will not approve a budget and resulting membership dues;
 - f. make other managerial decisions as may prove advisable, having regard for such Member consultation as may be practical and reasonable in the circumstances.
4. The Board shall also promptly make its minutes available to the membership, ensuring that confidentiality is respected and the requirements of the Personal Information Protection Act (PIPA) are complied with

15. Patronage Dividends

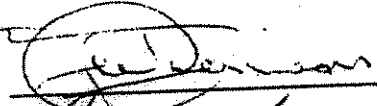


Notwithstanding s389(1)(e) of the act, or any other provision in the act, the Cooperative may not allocate among, or credit and pay to, the members, all or any part of the surplus arising from the operation of the cooperative in a financial year, whether as a patronage return or otherwise.

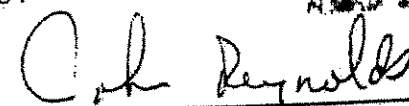

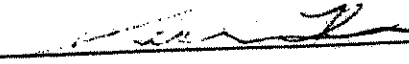
16. Dissolution

A motion to wind up the Association shall only be effective if passed by 80 % of all members of the Association.

FILED

Dated the 13 day of DECEMBER, 2004

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 6. 

Witness to All Signatures:

