

**RYDE COMMUNITY CO-OPERATIVE INC.**

**BY-LAW NO. 1**

**A by-law relating generally to the conduct of the business and affairs of**

**RYDE COMMUNITY CO-OPERATIVE INC.**

**(herein called the “Co-op”)**

**PREAMBLE**

The Ryde Community Co-Operative is a not-for-profit organization established in accordance with legislation for the purpose of supporting local initiatives and the community at large by promoting physical, economic, social and cultural well-being.

**DEFINITIONS**

**“Act”** means the *Not-for-Profit Corporations Act*, 2010 and the regulations made under it as may be amended from time to time.

**“AGM”** means Annual General Meeting

**"Board" or "Directors"** means the Board of Directors of the Co-op.

**“By-laws”** means this by-law and all other by-laws that may be passed.

**“Chair”** means the chair of the Board.

**“Director”** means an individual occupying the position of director of the Corporation or such other title he or she may be given.

**"Member"** means a person who is a member of the Co-op pursuant to the provisions of the *Co-operative Corporations Act* or the articles and by-laws of the co-operative governing membership.

**"Minister"** means the Minister of Finance or such other member of the Executive Council to whom the administration of the Act may be assigned.

**“Ryde”** means the former Township of Ryde, in Muskoka District now known as Ward 4 in the Town of Gravenhurst.

**"Special Resolution"** means a resolution that is not effective until it is,

(a) passed by the directors of the Co-op; and

(b) confirmed, with or without variation, by at least two-thirds of the votes cast at a general meeting of the members of the Co-op duly called for that purpose, or such greater proportion of the votes cast as the articles provide.

**"Telephonic or Electronic"** means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.

## **ARTICLE 1: GENERAL**

### **1.01 CO-OPERATIVE CORPORATIONS ACT AND THE ONTARIO NOT-FOR-PROFITS CORPORATIONS ACT**

The affairs of the Co-op will be governed by and conducted in accordance with the Co-operative Corporations Act, R.S.O. 1990, Chapter C.35, and the Ontario Not-for-Profits Corporations Act, as amended from time to time (the "Acts"). Certain provisions of the Co-operative Corporations Act relate to matters not dealt with in the by-laws of the Co-op and should be consulted where applicable.

### **1.02 HEAD OFFICE**

The head office of the Co-op shall be located at 1624 Barkway Rd., RR#3, Gravenhurst, Ontario, P1P 1R3, and at such place therein as the directors may from time to time determine.

### **1.03 ACTIVITIES**

The activities of the co-operative are restricted to:

- a) Establishing and operating a multi-functional community centre to be used for workshops, programs, athletics, art, music, handicrafts, hobbies and recreation for the benefit of the Ryde Community.
- b) Assisting in relieving conditions associated with the aged by providing specially adapted fitness classes and social activities in order to increase mobility and relieve loneliness for the aging members of the Ryde Community; and
- c) Undertaking activities ancillary and incidental to the attainment of the above charitable purposes as may be identified from year to year.

#### **1.04 BY-LAWS**

- a) Subject to the Act and the Articles of Incorporation or restated Articles of Incorporation of the Co-op, the directors may pass by-laws that regulate the business and affairs of the Co-op.
- b) No by-law shall be effective until it is:
  - i. passed by the directors of the Co-op;
  - ii. and confirmed, with or without variation, by at least two-thirds of the votes cast by members in person at a general meeting of the members of the Co-op duly called for that purpose.

#### **1.06 AMENDING THE ARTICLES OF INCORPORATION**

The Co-op may amend its Articles of Incorporation by special resolution of the members, except that the Co-op shall not amend its Articles of Incorporation so that it is no longer a non-profit community co-operative, and no attempt to do so shall be effective.

### **ARTICLE 2: MEMBERSHIP**

#### **2.01 MINIMUM NUMBER OF MEMBERS**

The Co-op shall have at all times five or more members. Any member who is aware that the Co-op exercised its corporate powers following the date which is six months after the number of members of the Co-op have been reduced to less than five, may become personally liable for the debts of the Co-op in accordance with S. 145(1) of the Act.

#### **2.02 MEMBERSHIP FEE**

The Co-op Board shall review the membership fees from time to time. This shall be reflected in the Policies.

#### **2.03 MEMBERSHIP**

Co-op members shall be persons who are at least 16 years of age, and who have signed an application approved by the Board.

#### **2.04 MEMBERSHIP NOT TRANSFERABLE**

Memberships in the Co-op are not transferable.

#### **2.05 REFUSAL OF APPLICATION**

The directors may in their discretion approve or refuse to approve any application for membership and shall not be obligated to give, nor shall any applicant be entitled to receive, written or other reasons for the refusal.

#### **2.06 WITHDRAWAL FROM MEMBERSHIP**

A member may withdraw from membership in the Co-op, at any time, by giving written and/or verbal notice to the Board of Directors.

#### **2.07 TERMINATION OF MEMBERSHIP**

Membership is terminated when:

- a) Annual membership dues are not paid.
- b) A member is expelled, for cause, by resolution passed by a majority of the Board at a meeting duly called for the purpose, not later than thirty days before the date set for the Annual General Meeting of the Co-op.

The procedure governing the expulsion and all proceedings prior and subsequent thereto, including the right to appeal, shall be governed by the provisions of the *Co-operative Corporations Act*.

### **ARTICLE 3: MEETINGS OF MEMBERS**

#### **3.01 ANNUAL GENERAL MEETINGS**

The Co-op shall hold an Annual General Meeting of the members not later than eighteen months after incorporation, and subsequently not more than fifteen months after the last preceding Annual General Meeting and not more than six months after the previous fiscal year of the Co-op.

#### **3.02 AGENDA FOR ANNUAL GENERAL MEETINGS**

The agenda for each Annual General Meeting shall include:

- the election of directors,
- the approval of financial statements,
- the appointment of an auditor (if necessary),
- annual reports from the Board, committees, and/or staff, and
- any other matters relevant to the affairs and business of the Co-op.

### **3.03 SPECIAL GENERAL MEMBERS MEETINGS**

The President, Vice-President or the Board may call special general meetings at any time.

### **3.04 REQUISITION FOR GENERAL MEETING**

- a. Five per cent of the members of the Co-op may requisition the Board to call a general meeting of the members for any purpose that is connected with the affairs of the Co-op and that is not inconsistent with the Co-operative Corporations Act.
- b. The requisition shall state the general nature of the business to be presented at the meeting, shall be signed by the requisitioner(s) and shall be deposited at the Head Office of the Co-op or hand-delivered to the President or Secretary of the Board of Directors.
- c. Upon deposit of the requisition, the Board shall call a meeting of the members for the transaction of the business stated in the requisition.
- d. Subject to subsection (g), if the Board does not call the meeting within five days from the date of deposit of the requisition, or hold the meeting within thirty days of the date of the deposit, any of the requisitioner(s) may call the meeting within sixty days from the date of the deposit of the requisition.
- f. A meeting called under this section shall be called in the same manner as meetings called under sections 3.05 to 3.12.
- g. The Co-op may reimburse the requisitioner(s) for any reasonable expenses incurred by them because of the action taken under subsection (d) unless, at the meeting, the members, by a majority of votes, reject the reimbursement of the requisitionists, or unless a quorum of members is not present at the meeting.
- h. The Board shall not be obligated to call a general meeting of the members, if an annual, regular or special meeting is scheduled within the thirty-day period mentioned in subsection (d).

### **3.05 NOTICE OF MEETINGS OF MEMBERS**

- a) Notice of each general meeting of members shall be posted in various locations, not less than ten or more than fifty calendar days prior to the date of the meeting. In computing time for the giving of notice, the day of giving the notice shall not be counted and the day of the meeting shall be counted.
- b) The notice shall specify the time and place of the meeting if different from the Head Office.
- c) No business may be transacted, and no resolution or by-law adopted or confirmed by the

members, unless the general nature of that item of business was set out in or with the notices mentioned above. If at the beginning of the meeting, all members present consent to discuss and decide upon any other matter then it shall be included in the agenda.

- d) When notice of a meeting is received generally by the members, any accidental omission to give notice to any member or the non-receipt of notice by any member, or any error in the register of members as of the record date, shall not invalidate any motions or resolutions passed or any proceedings taken at the meeting.

### **3.06 PLACE OF MEETINGS**

Meetings of members shall be held at the Ryde Community Co-op or elsewhere in the Town of Gravenhurst, if the Board deems it necessary.

### **3.07 QUORUM**

A quorum shall consist of the lesser of ten members or twenty per cent of the members entitled to vote at the meeting.

No business shall be transacted or motions/resolutions adopted at any meeting of members unless a quorum of members is present. If a quorum is not present within thirty minutes of the time for which the meeting was called, the members present may adjourn the meeting to a date not less than five and not more than fifteen days thereafter, and the decisions of the subsequent meeting shall be binding regardless of the number of members who attend. At least two days' notice of the subsequent meeting shall be given in the same manner as provided in section 3.05 (using the original record date for notice).

### **3.08 CHAIR AT MEETINGS**

The President, or in the absence of the President, the Vice-President, shall preside as Chair at meetings of members, unless the members at the meeting choose a different person to be Chair. If the Chair wishes to make a motion or participate in discussion of a matter before the meeting, the Chair shall leave the Chair until the voting on such motion is over, or discussion of such matter has been completed. During her/his absence from the Chair, the Vice-President or some other person approved by the members shall act as Chair. The person acting as Chair at the time of a vote shall not vote, unless the vote is by ballot, or unless the Chair's vote would break a tie.

### **3.09 VOTING**

Each member of the Co-op shall have only one vote at any meeting of members. Members may vote in person or by telephonic or electronic means, except for election of directors, where the ballot can be submitted in a sealed envelope to the President anytime before the vote is counted. Under the Co-operative Corporations Act, proxies shall not be permitted. Unless otherwise specifically provided herein, or in the Co-operative Corporations Act, all decisions shall be made by

a majority of the votes cast.

### **3.10 PROCEDURE AT MEETINGS**

Meetings of members shall be conducted in accordance with Ryde Community Co-operative Inc. Constitution Rules of Order.

### **3.11 ATTENDANCE BY NON-MEMBERS**

Non-members may only attend meetings with the permission of the Board. Non-members can speak only with the permission of the Chair of the meeting, and may not propose motions.

### **3.12 ATTENDANCE**

The Secretary shall keep a record of attendance, and ensure that only eligible members vote.

## **ARTICLE 4: BOARD OF DIRECTORS**

### **4.01 BOARD OF DIRECTORS**

- a) The Co-op may from time to time increase or decrease the number, of directors within the limits set out in the Articles of Incorporation of the Co-op through a special resolution.
- b) The Co-op shall file a certified copy of any special resolution or by-law determining the number of directors with the Minister of Finance within ten days after it has been confirmed by the members.

### **4.02 POWERS AND DUTIES OF THE BOARD**

- a) The business of the Co-operative shall be under the direction and control of the directors who may exercise all such power as may be exercised by the Co-operative and do all such acts and things as may be done by the Co-operative, which are not, by the by-laws of the Co-operative or by the provisions of the Act, expressly directed or required to be done at meetings of the members.
- b) The Board shall at all times act responsibly and in a timely manner, in accordance with the Co-operative Corporations Act, the Articles of Incorporation and by-laws of the Co-op, and within 60 days of resolutions duly passed at meetings of the members. In the event that this time frame is unreasonable, a progress report will be presented at the next general members meeting.

- c) The Board may from time to time amend the by-law, which shall not be effective until confirmed, with or without variation, by at least two-thirds of the votes cast at a general meeting of the members.
- d) The Board's responsibilities include the following:
  - i. Establishing and annually reviewing objectives, goals, policies for the Co-op and presenting the above to the general membership;
  - ii. **The Board shall appoint a Chair from among the Directors**, and may appoint any other person to be president, treasurer and secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers as it deems necessary, who shall have such authority and perform such duties as the Board may prescribe from time to time.
  - iii. Ensuring that an efficient organizational structure is established and that the division of responsibility within the structure is clearly defined, for the implementation of the annual plan;
  - iv. Ensuring that all legal obligations and agreements of the Co-op are fulfilled;
  - v. Supervising and monitoring the financial affairs of the Co-op and making prudent financial decisions in the interests of members;
  - vi. Maintaining an adequate level of insurance coverage;
  - vii. Ensuring that the appropriate Policies and Procedures for any committees are followed;
  - viii. Approving membership applications;
  - ix. Coordinating the reports and activities of committees through the liaison member as appointed by the board; Reporting on its activities to each General Member meeting;
  - x. Hiring, dismissing and directing employees and or contract staff, as well as fixing their remuneration;
  - xi. Encouraging the participation of the Co-op in the broader co-operative movement; and
  - xii. Ensuring that Board meetings are open to all members and that meeting packages are available to interested members in advance.

#### **4.03 QUALIFICATIONS OF DIRECTORS**

The qualifications of each director shall be as follows:

- a) s/he must be a member of the Co-op;
- b) s/he must be at least eighteen years of age;
- c) no undischarged bankrupt person shall be a director, and, if a director becomes a bankrupt person, s/he thereupon ceases to be a director; and
- d) a person elected or appointed a director shall be deemed not to be a director unless s/he either



- i. was present at the meeting when s/he was elected or appointed, and did not refuse at the meeting to act as a director;
- ii. or where s/he was not present at the meeting when s/he was elected or appointed, s/he consented to act as director in writing before her/his election or appointment or within ten days after.

#### **4.04 COMPOSITION OF BOARD**

The composition of the Board of Directors will be guided by Policy but will ensure that 60% of Directors will have his/her principal residence in Ryde.

#### **4.05 ELECTION OF DIRECTORS**

The members of the Co-op shall elect the directors by ballot vote and the election shall be held annually at the Annual General Meeting.

- a) As per the Co-op's Articles of Incorporation, the Co-op will have a minimum number of Board Members is five (5) and the maximum number is twelve (12).
- b) The number of Board members will be determined through a Special Resolution by the members at either an Annual General Meeting or a Special Meeting of Members.
- c) Each director shall serve a two-year term and for a maximum of four (4) consecutive terms. (8 years)
- d) Upon completion of four (4) consecutive terms (8 years), a director must step aside for a minimum of one (1) year before being considered as a candidate. An exception would be the past president who would continue for one (1) additional year. The purpose is to encourage opportunities for new members to participate while balancing the need of the Co-op Board to have experienced members.
- e) When a vacancy on the Board occurs, the board may appoint a member for the remainder of the term.
- f) Nominations for the Board should be received by the Secretary no later than ten days before the date of the Annual General Meeting.

#### **4.06 BALLOTING**

- a) Elections of Directors shall be by ballot. Ballots will be made available to members

electronically and at designated locations in Ryde. Any ballot, which contains votes for more directors than the number required to be elected, shall be rejected.

- b) There shall be no nominations or electioneering by members of the Co-op.
- c) Two scrutineers, chosen by the Board and approved by the membership, will tabulate ballots. The exact number of votes cast will be kept confidential. The ballots will be destroyed by order of the new Board.

#### **4.07 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS**

The responsibilities of directors shall include (in addition to any responsibilities any director may have as an officer) the following:

- i. To attend all meetings of the Board and of members;
- ii. To be prepared for all meetings by reading the relevant reports;
- iii. To always have regard for the welfare and financial well-being of the Co-op; and
- iv. To promote and adhere to the co-operative policies and principles and membership matters.

#### **4.08 TERMINATION OF DIRECTORSHIP**

The office of a Director shall be vacated immediately:

- i. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- ii. if the Director dies;
- iii. if the Director becomes bankrupt;
- iv. if the Director is found to be incapable of managing property by a court or under Ontario law: or
- v. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

#### **4.09 REGULAR BOARD MEETINGS**

Regular Board Meetings will be held at least quarterly at a time and date determined by the Board. Board meetings can be held at any physical location in Ryde, or using electronic and or telephone meetings.

#### **4.10 NOTICE OF REGULAR BOARD MEETINGS**

Notice of Regular Board Meetings shall be posted on all electronic and community sources available to the Co-op, and by electronic and/or mail to all the Directors a minimum of two (2) days before the meeting.

#### **4.11 SPECIAL BOARD MEETINGS**

The President or Vice-President or any three (3) directors may call a meeting of the Board at any time to discuss or make decisions on time-sensitive matters.

#### **4.12 NOTICE OF SPECIAL BOARD MEETINGS**

Notice of Special Board Meetings shall be hand-delivered, mailed, emailed or telephoned to each director not less than two (2) days before the meeting is to take place; provided always that meetings of the said Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

#### **4.13 ATTENDANCE AT BOARD MEETINGS**

In general, all meetings of the Board may be attended by members of the Co-op, except where confidentiality is appropriate such as, but not limited to, personnel, contracts and property purchases.

#### **4.14 FIRST BOARD MEETING FOLLOWING AGM**

The first meeting of the Board may be held immediately following an annual meeting. It is not necessary to give notice of such meeting to the newly elected directors in order to legally constitute the meeting, provided that a quorum of directors is present.

#### **4.15 QUORUM AT BOARD MEETINGS**

Quorum is a majority (51%) of the Directors and the Board shall not make any decisions without quorum present.

#### **4.16 VOTING AT BOARD MEETINGS**

All motions arising at any meeting of the Board shall be decided by consensus. Where consensus cannot be reached, a majority vote will decide.

#### **4.17 LIMITATION OF LIABILITY**

A director's liability is limited by the terms set out in the Act.

### **ARTICLE 5: OFFICERS**

#### **5.01 ELECTION OF OFFICERS**

- a) The Board shall annually, or as often as may be required, elect a president and a vice-president from their Directors and elect or appoint a secretary and a treasurer from their Directors or from the members of the Co-op. Only Directors must fill the offices of president and vice-president.
- b) The voting of positions shall be by ballot, starting with the position of President and shall be passed by a majority of the directors. The directors may by resolution from time to time create such other 'offices as they shall deem necessary, which offices shall have such authority and shall perform such duties as the directors shall from time to time prescribe.
- c) Two scrutineers chosen by the Board will tabulate the ballots. The exact number of votes cast will be kept confidential. The ballots will be destroyed by order of the new Board.
- d) There shall be no nominations or electioneering by members or Directors of the Co-op;

#### **5.02 TERMINATION OF OFFICE**

- a) All officers shall be subject to removal by resolution of the directors at any time with or without cause provided that a majority of the Directors vote in favour.
- b) The members may, by resolution passed by a majority of the votes cast at a general meeting duly called for that purpose, remove any officer from her/his position as officer before the expiry of her/his term, and may elect any qualified person in her/his stead for the remainder of her/his term.

#### **5.03 INDEMNITIES TO DIRECTORS**

Every director or officer of the Co-op, her/his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and for all times, be indemnified and save harmless, out of the funds of the Co-op, from and against:

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her/him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her/him in or about the execution of the duties of her/his office with the Ryde

Co-op; and

- b) all other costs, charges and expenses that s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

#### **5.04 INSURANCE**

The Co-op shall maintain insurance based on the needs of the Co-op.

#### **5.05 DUTIES OF THE PRESIDENT AND VICE-PRESIDENT**

The President shall:

- i. when present, preside at all meetings of the members of the Co-op and the Board;
- ii. be charged with the general management and supervision of the affairs and operations of the Co-op; and
- iii. with the Secretary or other officer appointed by the Board for the purpose, sign all by-laws.

During the absence or inability of the President, her/his duties and powers may be exercised by the Vice-President or any other director as the Board may from time to time appoint for that purpose.

#### **5.06 DUTIES OF SECRETARY**

The Secretary or designate shall:

- i. attend all meetings of the Board;
- ii. record all facts and minutes of all proceedings in the books kept for that purpose;
- iii. give all meeting notices to members, directors, and other professionals as required;
- iv. keep all books, papers, records, correspondence, contracts and other documents belonging to the Co-op required by the by-laws of the Co-op or by any applicable statute or law to be regularly and properly kept electronically and in hard copy;
- v. deliver up such books and records when authorized by the Board; and
- vi. perform such other duties as may from time to time be determined by the Board.

#### **5.07 DUTIES OF TREASURER**

The Treasurer shall:

- i. oversee and supervise all the financial management and affairs of the Co-op;
- ii. cause all funds and securities of the Co-op to be deposited with such bank, trust company, or credit union as the Board may direct;

- iii. ensure that proper accounting records including records of all sums of money received and disbursed by the Co-op;
- iv. ensure that the Board receives quarterly financial reports, review the reports with the Board, and ensure that copies of the reports are forwarded to committees as required;
- v. ensure that the books and accounts of the Co-op are available to any member at reasonable times, upon application; and
- vi. ensure that financial audits are carried out, if required.

#### **5.08 DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Co-op shall be such as the terms of their engagement call for or as the Board requires of them.

#### **5.09 REMUNERATION OF DIRECTORS AND OFFICERS**

The directors and officers of the Co-op shall serve without remuneration, but may be reimbursed any necessary expenses incurred by them about the business of the Co-op. The directors and officers shall also be entitled to be reimbursed their traveling or other expenses properly incurred by them in connection with the business of the Co-op.

**No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.**

#### **5.10 DUTY OF CONFIDENTIALITY**

No director or officer shall disclose or, as far as possible, permit disclosure of, any matters considered by the directors or officers or coming to the directors' or officers' notice or attention as directors or officers about members of the Co-op, which are of a confidential or private nature, to persons outside board meetings. Such matters shall include personal information about individual members, staff issues and information relating to the business of the Co-op where confidentiality is appropriate to preserve the Co-op position against third parties.

If any employee, contractor or other member of the Co-op is present at a board meeting where confidential matters are considered and becomes aware of such confidential information, such persons shall have an obligation not to disclose and not to permit disclosure of such information to any person not present at the board meeting.

The minutes of board meetings shall include details of all items of business discussed, but details of confidential matters shall not be included in or shall be deleted from any copies of the minutes circulated to members or posted in a public place.

Failure to comply will result in the dismissal of that officer.

### **5.11 FIDUCIARY DUTIES**

(Fiduciary: one who holds something in trust for another)

The category of fiduciaries shall include all directors, officers, and committee members of the Co-op.

Every fiduciary of the Co-op in exercising her/his powers and discharging her/his duties shall:

- a. act honestly and in good faith with a view to the best interest of the Co-op; and
- b. exercise the care, diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.

Every fiduciary of the Co-op shall comply with the Act, the Articles of Incorporation, the by-laws and resolutions of the Co-op.

### **5.11 CONFLICT OF INTEREST**

Every director, fiduciary, member and/or representative of a member who has, directly or indirectly, any material interest in any contract or transaction to which the Co-op is or is to be a party (including staff), shall, unless the subject of the contract or transaction is of a type available to all members of the Co-op, declare her/his interest in such contract or transaction at a meeting of the directors and/or members and shall at that time disclose the nature and extent of such interest, in accordance with the provisions of s. 98 of the Act and shall not speak and/or vote at any meeting and shall not in respect of such contract or transaction be counted in the quorum for the meeting. The Chair, at his/her discretion, can ask the member in conflict to leave the meeting, allowing the remaining members the ability to speak frankly.

## **ARTICLE 6: COMMITTEES**

### **6.01 COMMITTEES STRUCK BY THE BOARD**

The Board may strike committees from time to time as it deems necessary. The Board shall determine the terms of reference of a committee and its composition, shall appoint a Chair, shall assign a director to be a liaison with the committee and shall carry out such other matters as may be appropriate in accordance with this By-law.

### **6.02 COMMITTEE MEMBERSHIP**

The members of each committee shall be recruited from among the Co-op's membership and confirmed by the Board. Following each Annual General Meeting, the Board shall review all committees. A member who cannot continue on a committee shall inform the Chair in writing.

### **6.03 DUTIES OF COMMITTEES**

Each committee is responsible for meeting its terms of reference. It shall report in writing or verbally to the Board and membership as requested, send a representative to Board or general meetings as requested, shall appoint a Secretary who shall keep minutes of all meetings, making them available to the Board and membership at all times.

### **6.04 QUORUM**

A quorum of a committee shall be 51% of their members unless there are 3 or less members, in which case 2 members must be present.

### **6.05 AUTHORITY OF THE BOARD**

No committee may spend any money, authorize any expenditure or enter into any contract without the authority of the Board.

## **ARTICLE 7: FINANCIAL**

### **7.01 FISCAL YEAR**

The fiscal year of the Co-op shall end on December 31<sup>st</sup>.

### **7.02 BUDGET**

The Board shall each year approve a budget and present it to the members, where a budget is appropriate.

### **7.03 AUDITOR**

The members may appoint an Auditor at an annual or general members meeting. If an Auditor is secured, he/she will be a chartered accountant or chartered accountant firm or corporation familiar with accounting for co-operatives. The Auditor will report her/his finding, in writing, to the membership at a meeting called for that purpose. The Board shall fix the remuneration of the Auditor. The Auditor shall at all reasonable times have access to the books, accounts and vouchers of the Co-op and the directors and officers of the Co-op shall provide her/him with such information and explanations as may be necessary for the performance of her/his duties.



#### **7.04 AUDITOR'S REPORT**

The Auditor shall report to the members on the financial position of the Co-op at the Annual General Meeting. S/he shall state in her/his reports whether, in her/his opinion, the financial statements referred to therein present fairly the financial position of the Co-op and the results of its operation for the period under review in accordance with generally accepted accounting practice and in a manner consistent with the previous period.

#### **7.05 SIGNING AUTHORITY**

All cheques shall be signed by any two of three officers.

#### **7.06 INVESTMENT OF SURPLUS FUNDS**

The Board may invest the surplus funds of the Co-op in such short-term securities or other forms as it may deem fit. The Board shall not invest any funds of the Co-op in any security having a maturity date of over one-year from the time of the investment without the authority of a resolution of the members.

#### **7.07 DISSOLUTION**

Upon the dissolution and after payment of all debts and liabilities, the co-operative's remaining assets shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada.

#### **7.07 RESERVE REPLACEMENT FUND**

The Board will determine from time to time a reserve fund to cover expected and expected repairs to the Co-op assets.

### **ARTICLE 8: EMPLOYEES**

#### **8.01 HIRING OF EMPLOYEES**

Successful candidates will be hired on merit regardless of familial relationships within the Co-op. The Board of Directors will ensure that there is no conflict of interest.

#### **8.02 BOARD SUPERVISION OF EMPLOYEES**

It is the Board's responsibility to supervise and direct the Co-op's employees. It shall ensure that an appropriate job description for each position is drawn up and that proper procedures for reporting, and authorized areas of decision-making are established and followed. The President, or other

persons appointed by the Board, shall be responsible for liaison with employees between Board meetings.

### **8.03 REMUNERATION**

Contracts will be drawn up and signed between the Co-op and all permanent employees outlining the salary, the number of hours to be worked, the job description of the employee and any other provision agreed to by the Board and the employee. A Co-op employee may be a member of the Co-op but shall not be a director.

## **ARTICLE 9: BY-LAWS, POLICIES AND PROCEDURES**

### **9.01 BY-LAWS**

By-laws are intended to deal with and embody permanent features of the organization of the Co-op. Bylaws and amendments to existing By-laws must be passed by the Board and shall not be effective until confirmed, with or without amendments, by at least two-thirds of the votes cast at a general meeting of the members.

### **9.02 ORGANIZATIONAL POLICIES**

Organizational Policies are fundamental continuing decisions on the part of the membership as to how the affairs of the Co-op should be organized and managed. Organizational Policies may be adopted by resolution of the members at a meeting duly called for the purpose and may be amended in the same manner. Areas of concern where Organizational Policies are appropriate may include Budgeting, Personnel, Hiring, Community Relations, Education, and Committee Operational Guidelines.

### **9.03 PROCEDURES**

Procedures deal with the mechanisms required to carry out the intent and purposes of the Co-op's By-laws and Policies. Procedures will be developed and prepared in written form by committees and staff and must be approved by the Board and may only be amended by the Board. The Board and staff shall, where they consider any procedure a matter of concern to the members generally, distribute copies to the members or otherwise publicize the Procedure.

### **9.04 RECORDS OF POLICIES AND PROCEDURES**

The Secretary shall maintain records of all By-laws, Policies and Procedures, which have been adopted by the Co-op. Such records shall be maintained in separate sections of the Co-op's

Minute Book. Such sections (as well as the rest of the Minute Book) shall be available for inspection by the members at all reasonable times. The Secretary shall from time to time publish a complete statement of all By-laws and Policies in force (including all amendments).

#### **9.05 PRIORITY**

Insofar as possible, By-laws, Policies and Procedures of the Co-op shall not conflict with each other or with the Co-operative Corporations Act, The Ontario Not for Profit Act, and Articles of Incorporation of the Co-op. In the event of a conflict, the order of priority shall be first, the Acts; second, the Articles of Incorporation of the Co-op; third, By-law #1; fourth, Policies and Procedures.

#### **ARTICLE 10: EXECUTION OF DOCUMENTS**

The President or Vice-President or a director together with the Secretary or Treasurer may sign deeds, transfers, assignments, contracts and obligations of the Co-op. Notwithstanding this, the Board may at any time and from time to time direct the manner in which the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations, may sign.

#### **ARTICLE 11: EFFECTIVE DATE**

This by-law shall come into force when enacted by the directors, subject to the provisions of the Act.

ENACTED by the board the \_\_\_\_\_ day of \_\_\_\_\_, 2018

President \_\_\_\_\_

Secretary \_\_\_\_\_

CONFIRMED by the members the \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the members the \_\_\_\_\_ day of \_\_\_\_\_, 2018.