

# The Saskatoon Co-operative Association Limited

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## BYLAWS

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# ARTICLE I Definitions

## Definitions

**1.01** In these and all other bylaws of the Co-operative , unless the context otherwise requires or specifies:

- a) "Act" means *The Co-operatives Act*, 1996, c. C-37.3, amended from time to time, as and in the case of an amendment, any references in the bylaws shall be read as referring to the amended provisions;
- b) "articles" mean the articles of the Co-operative;
- c) "the Co-operative" means the Saskatoon Co-operative Association Limited;
- d) "Board" and "directors" mean the directors of the Co-operative for the time being;
- e) "bylaws" mean these bylaws and all amendments, additions, deletions, or replacements of the bylaws as they are in force from time to time;
- f) "individual" means a natural person;
- g) "in writing" and "written" include words printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in visible form;
- h) "member" means a person who:
  - i) has met the conditions of membership set out in the bylaws; and
  - ii) the Board has accepted as a member under paragraph 3.02;
- i) "ordinary resolution" means a resolution that is passed by a majority of the members who vote on the resolution;
- j) "person" includes an individual, partnership, association, public body, body corporate, trustee, executor, administrator, or legal representative;
- k) "regulations" means the regulations, from time to time, passed by the Lieutenant Governor in Council under the Act;
- l) "special resolution" means a resolution that is:
  - i) passed by two-thirds of the members who vote on the resolution where at least 10 days' notice has been given to the members of the intention to propose the resolution as a special resolution; or

- ii) consented to in writing by all of the members who are entitled to vote on that resolution at a general or special meeting.
- m) "surplus," as applied to the operations of the Co-operative in a fiscal year, means any amount that remains after deducting from the operating revenue, charges to members and patrons, and other revenue in that fiscal year:
  - i) the operating expenses and any losses in the fiscal year, including proper allowances for depreciation, expenses incurred but not paid, and proper charges against operations; and
  - ii) any refunds and interim and final payments to members and patrons in that fiscal year as required in contracts made with them or under the bylaws.
- n) "trading area" means the geographic area or areas in which the Co-operative carries on its business activities;
- o) terms defined in the Act have those meanings in the bylaws;
- p) the headings used in the bylaws are inserted for reference only and are not to be considered in construing the terms used in the bylaws nor are they to be deemed to clarify, modify, or explain the effect of any terms in the bylaws; and
- q) words that mean the singular shall include the plural and vice versa.

## **ARTICLE II Business of the Co-operative**

### **Registered Office**

**2.01** The registered office of the Co-operative shall be at the location in the city of Saskatoon, in the province of Saskatchewan that the Board decides from time to time.

### **Fiscal Year**

**2.02** The fiscal year of the Co-operative shall end on the 31<sup>st</sup> day of January each year.

### **Execution of Instruments**

**2.03** Contracts, documents or instruments in writing requiring execution by the Co-operative shall be signed on behalf of the Co-operative by any two (2) directors, officers or employees who have been appointed by the Board to sign for and on behalf of the Co-operative in those circumstances.

### **Corporate Seal**

- 2.04**
- a) The corporate seal, if any, shall be in the form determined by the Board and shall be kept at the registered office of the Co-operative.
  - b) The corporate seal, when required, shall be affixed to contracts, documents, and instruments in writing signed as authorized by the bylaws or by any officer or officers appointed by resolution of the Board.

### **Borrowing Powers**

- 2.05**
- a) The borrowing powers shall be as specified in the Act.
  - b) The Board, from time to time, may delegate to one (1) or more of the directors, officers, or employees of the Co-operative all or any of the borrowing powers conferred on the Board by the Act to the extent and in the manner that the Board determines at the time of the delegation.

### **Financing Arrangements**

- 2.06**
- a) The financial business of the Co-operative, including without limitation, the borrowing of money and the giving of security for it, shall be transacted with the credit unions, credit union centrals, banks, trust companies, or other bodies corporate or organizations that may, from time to time, be designated by or under the authority of the Board.

- b) Financial business shall be transacted under agreements, instructions, and delegations of powers that the Board from time to time specifies or authorizes.

## **ARTICLE III Equity and Memberships**

### **Memberships**

**3.01** Subject to paragraph 3.02, membership in the Co-operative is open to any person who:

- a) can reasonably use the services of the Co-operative;
- b) can reasonably meet the responsibilities of membership in the Co-operative; and
- b) in the case of an individual, is 16 years of age or older.

### **Approval of Membership**

**3.02** a) Subject to subparagraph b), no person may become a member of the Co-operative until:

- i) that person has submitted to the Co-operative a written application for membership,
  - ii) the Board has approved the person's application for membership; and
  - iii) the Board's approval of the person's application for membership has been recorded in the minutes of the Board meeting.
- b) If the Board approves an application for membership within six months after the day the Co-operative receives the application, the Board may make the membership effective as at the day of the application.

### **Share Purchase Requirements**

- 3.03** a) Applicants for membership are required to purchase and maintain, as a condition of membership, ten (10) common shares of the Co-operative.
- b) The ten (10) common shares must be paid for at the time of application for membership.

### **No Interest or Dividend on Common Shares**

**3.04** The Co-operative shall pay no dividend or interest on common shares.

## **Share Certificates Not Issued**

- 3.05** The Co-operative is not required to issue share certificates for common shares, but:
- a) when requested in writing by a member, shall provide a statement to the member showing the interest of that member in the Co-operative; and
  - b) in the years when allocations are made, shall make available to every member a statement indicating the number of common shares held by that member.

## **Responsibility of Members**

- 3.06** Members shall faithfully support the business and affairs of the Co-operative and shall be bound by the bylaws and policies of the Co-operative.

## **Lien and Set-Off**

- 3.07**
- a) The Co-operative has a lien on every share standing to the credit of a member or the legal representative of a member for a debt of that member to the Co-operative.
  - b) The Co-operative's lien on a member's shares, whether held solely or jointly with others, shall be a first and paramount lien whether or not the time for payment of the member's debt has arrived.
  - c) The Co-operative may redeem any member's shares and set off against the proceeds of the redemption all debts of the member that are due by the member to the Co-operative at the time of the redemption.
  - d) The Co-operative may refuse to register a transfer, or acknowledge an assignment, of any share.
  - e) The Co-operative may set off against amounts standing to the credit of a member all debts of that member that may be due to the Co-operative.

## **Transfer of Shares and Membership**

- 3.08** The rules relating to the transfer of shares and memberships shall be as specified in the Act.

## **Withdrawal of Membership**

- 3.09**
- a) Subject to subparagraph b), a member may apply to withdraw from the Co-operative by giving to the secretary of the Board at least six (6) months' written notice of intention to withdraw.



- b) The Board, by resolution, may accept any application to withdraw on less than six (6) months' written notice.
- c) Written notice to the Co-operative of the dissolution of a partnership, association, public body, or body corporate that is a member of the Co-operative shall have the same force and effect as an application to withdraw.
- d) Written notice to the Co-operative of the bankruptcy, receivership, or proposal of a member shall have the same force and effect as an application to withdraw.
- e) Written notice to the Co-operative, together with proof satisfactory to the Board that a member has died shall have the same force and effect as an application to withdraw.
- f) Written notice to the Co-operative, together with proof satisfactory to the Board that a member has permanently moved out of the trading area shall have the same force and effect as an application to withdraw.
- g) The payment of amounts owing to members who withdraw from membership is subject to the provisions of paragraph 3.14.

### **Members Who Have Reached the Age for Repayment of Investment**

- 3.10**
- a) Without withdrawing from membership, individual members who have reached the age of sixty-nine (69) years may request redemption of and payment for shares owned by them in the Co-operative, except for the shares required to be maintained as a condition of membership, as described in paragraph 3.03.
  - b) Redemption of and payment for shares of members under subparagraph a) is subject to the provisions of paragraph 3.14.

### **Cessation or Termination of Membership**

**3.11** A membership ceases when

- i) the Board approves withdrawal, or
- ii) the Board issues an order of termination of the membership that is not appealed, or, if appealed, the appeals have been exhausted and the termination order has been upheld.

## **Membership Termination Order**

- 3.12** a) The Board, by a two-thirds (2/3) vote at any directors' meeting, may order the termination of a membership.
- b) Within ten (10) days after the Board has ordered the termination of a membership, the secretary of the Board shall send a copy of the Board's membership termination order to the affected member at the last known address of that member.

## **Appeal of Membership Termination Order**

- 3.13** a) A person whose membership has been terminated by the Board may appeal the decision to the next general meeting of the Co-operative by giving written notice of intention to appeal to the secretary of the Board within thirty (30) days after the day on which the member received notice of the order.
- b) Where a member appeals a membership termination order in the manner described in subparagraph a), only a majority vote of the members present and casting votes at the general meeting can rescind the Board's order.
- c) A person who has appealed the decision made by the majority of the members at a general meeting, under subparagraph b), may appeal that decision to the registrar and the procedure shall be as set out in the Act.

## **Payment to Members**

- 3.14** a) Subject to subparagraph d), when a member withdraws from membership for one of the following reasons:
- i) death of the member, or
  - ii) the member has permanently moved out of the trading area,
- the Co-operative shall redeem and purchase all of the withdrawing member's shares at their par value within five (5) years after the date the Board approves the withdrawal.
- b) Subject to subparagraph d), when the Board has ordered the termination of a membership, the Co-operative shall pay the amounts due to that member in the manner provided in the Act.
- c) Subject to subparagraph d), when withdrawal or termination of a membership is for reasons other than those described in subparagraphs a) and b),
- i) within one (1) year after the Board approves the withdrawal, the Co-operative shall redeem and purchase at their par value the member's shares required as a condition of membership, as described in paragraph 3.03, and

- ii) within a period not exceeding twenty (20) years after the Board approves the withdrawal, the Co-operative shall redeem and purchase at their par value the member's shares purchased on behalf of the member by the application of patronage dividends credited to the member.
- d) When, in the opinion of the directors, but subject to the Act, payment of all amounts due to members would
- i) impair the financial stability of the Co-operative, or
  - ii) be contrary to the interests of the remaining members,
- the directors shall pay amounts payable according to the following order of priority:
- iii) to persons whose memberships have been terminated and all appeals have been exhausted;
  - iv) to estates of deceased members;
  - v) to individual members who have reached the age of sixty-nine (69) and requested redemption and repayment of shares under paragraph 3.10;
  - vi) to members who have withdrawn from membership because they have permanently moved out of the trading area; and
  - vii) to members who have withdrawn from membership for other reasons.
- e) The directors may purchase at par value a member's shares, except for those required to be maintained as a condition of membership, in amounts that the directors, in their discretion, believe the financial position of the Co-operative permits.

## **Joint Memberships**

- 3.15**
- a) Two individuals may apply to be joint holders of a membership.
  - b) All joint memberships shall be joint tenancy with right of survivorship.
  - c) Each of the parties to a joint membership is entitled to vote at meetings of the Co-operative.
  - d) Where one of the parties to a joint membership also holds a membership in his or her own name, that party to the joint membership may be a director, even though the other party to the joint membership is also a director.

- e) Business that one of the parties to a joint membership does with the Co-operative as a party to that joint membership is deemed to be business that the joint membership has done with the Co-operative.
- f) An application for withdrawal from membership by joint members must be in writing and signed by both holders of the joint membership.
- g) If the Co-operative receives proof satisfactory to it that one of the parties to a joint membership has died, it may treat the surviving joint holder as the sole holder of the membership.
- h) The death of one of the parties to a joint membership does not constitute withdrawal from membership of either or both of the parties to the joint membership.
- i) Notice to the Co-operative that one of the parties to a joint membership has permanently moved out of the trading area does not constitute notice that the parties to that joint membership are withdrawing from membership due to permanently moving out of the trading area.
- j) Without withdrawing from membership, when the younger of the parties to a joint membership has reached the age of sixty-nine (69) years, both parties to the joint membership may request redemption of and payment for shares they jointly own in the Co-operative, except for the shares required to be maintained as a condition of membership, as described in paragraph 3.03.
- k) Except as otherwise provided in this paragraph 3.15, redemption of and payment for the shares of parties to a joint membership are subject to the provisions of paragraph 3.14.

## **ARTICLE IV General Meetings**

### **Place of General Meetings**

**4.01** General meetings of the Co-operative shall be held in the trading area of the Co-operative, at the place determined by the Board.

### **Notice of General Meetings**

- 4.02**
- a) The Co-operative shall give members not less than ten (10) and not more than fifty (50) days' notice of any annual or special general meeting by inserting the notice in not less than two (2) issues of a newspaper circulating in the trading area.
  
  - b) When the Co-operative is required to send a statement, agreement, proposal or other document to its members with the notice of a general meeting, the Co-operative shall:
    - i) in the notice, inform the members of the document, giving a description of the document that, in the opinion of the directors, is adequate to describe its nature; and
    - ii) make a copy of the document available to any member who requests it and who is entitled to attend the general meeting.
  
  - c) Notice of any special general meeting must specify the purpose for which the meeting is being called.

### **Quorum at the General Meetings**

- 4.03**
- a) The quorum at any annual or special meeting shall be the lesser of:
    - i) seventy-five (75) members; and
    - ii) ten (10%) percent of the membership.
  
  - b) Where a quorum is present at the opening of a general meeting, the members may proceed with the business of the meeting, even though a quorum is not present throughout the meeting.
  
  - c) Where a quorum is not present at the opening of a general meeting, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## **Annual General Meeting Agenda**

**4.04** The agenda for the annual general meeting shall include the following:

1. Call to order by the chairperson
2. Adoption of the agenda
3. Presentation of the minutes of the preceding annual general meeting and any intervening special general meetings
4. Business arising from the minutes
5. Reports:
  - a) Directors
  - b) Management
  - c) Other officers and special committees
  - d) Delegates to other organizations
6. Auditor's report and financial statements and adoption of them
7. Appointment of auditors
8. Resolutions and recommendations
9. Election of directors
10. New business
11. Adjournment.

## **Appointment of Auditor**

- 4.05**
- a) The members, by ordinary resolution at each annual general meeting, shall appoint an auditor to hold office until the close of the next annual meeting.
  - b) Despite the provisions of subparagraph a), where an auditor is not appointed at an annual general meeting, the incumbent auditor continues in office until the successor is appointed.
  - c) The Board or a committee of the Board shall approve the remuneration of the auditor.

## **ARTICLE V Allocations**

### **Reserves**

- 5.01** a) The directors shall set aside not less than 5% of any surplus in a reserve before allocating a patronage dividend.
- b) Other provisions relating to reserves shall be as specified in the Act and regulations.

### **Allocation of Surplus in a Fiscal Year**

- 5.02** The provisions regarding the allocation of surplus arising from the operations of the Co-operative in a fiscal year and the payment of those amounts as a patronage dividend shall be as specified in the Act.

### **Allocation of Unallocated Earnings from Previous Years**

- 5.03** The Board may allocate among and credit or pay to the members as a patronage dividend:
- a) any reserves, other than reserves the Co-operative is required to maintain pursuant to the Act, and
- b) any unallocated earnings from previous fiscal years,

in proportion to the business done by the members with or through the Co-operative in the immediately preceding fiscal year, in the manner specified in the Act, and at a rate or rates set by the Board.

### **Patronage Dividends Applied to Shares**

- 5.04** a) All or any part of the patronage dividend, declared under paragraphs 5.02 and 5.03, that the directors consider reasonable shall be applied to the purchase of common shares of the Co-operative.
- b) Each member hereby applies for the common shares described in subparagraph a) and authorizes the Co-operative to apply the patronage dividend described in subparagraph a) to pay for the highest number of common shares that can be fully paid for by the patronage dividend, and authorizes the Co-operative to apply the balance of the patronage dividend to the member's credit against the purchase of an additional common share.

### **Non-payment of Small Patronage Dividends**

**5.05** The Co-operative will not issue patronage dividend cheques or common share redemption cheques for amounts less than \$10.00.

## **ARTICLE VI Directors**

### **Qualifications of Directors**

- 6.01**
- a) No person shall be a director if that person
    - i) is not an individual;
    - ii) is less than eighteen (18) years of age;
    - iii) is of unsound mind and has been so found by a court in Saskatchewan or elsewhere;
    - iv) has the status of bankrupt; or
    - v) is a member of a class of persons described in the regulations.
  - b) No person shall be a director if that person, or an entity of which that person is an officer, director, or member, has an account with the Co-operative that is more than ninety (90) days in arrears.
  - c) No person shall be a director unless that person, or an entity of which that person is an officer, director, or member:
    - i) is a member of the Co-operative, and
    - ii) has purchased goods or services, or a combination of both, from the Co-operative during the preceding fiscal year, worth the collective amount of at least \$2,000.
  - d) Not less than a majority of the directors shall be ordinarily resident in Canada.

### **Number of Directors**

**6.02** The number of directors required to constitute a full Board is nine (9).

### **Employees as Directors**

**6.03** As many as three (3) employees of the Co-operative may be directors at the same time.

### **Term of Office**



- 6.04**
- a) Except as otherwise provided in this paragraph, a director's term of office expires at the conclusion of the third annual general meeting after being elected.
  - b) A director elected by the members to fill a vacancy that occurs before the normal expiry of a director's term shall serve the balance of the term of the director being replaced.
  - c) A director appointed by the Board to fill a vacancy that occurs before the normal expiry of a director's term shall serve as a director until the next annual general meeting.
  - d) To provide for a rotation of terms, the members, by ordinary resolution at a general meeting and before elections are held at that meeting, may provide for directors' terms of office that are shorter than those provided for in subparagraph a).
  - e) A retiring director shall be eligible for re-election except that no director shall be eligible for re-election after having served four (4) consecutive full terms, unless he or she has been out of office for at least one full year immediately preceding the election.

### **Removal of Directors from Office**

- 6.05**
- a) The members of the Co-operative may remove any director from the office of director by a resolution approved by a majority of at least two-thirds (2/3) of the votes cast at a general meeting.
  - b) A vacancy created by the removal of a director in accordance with subparagraph a) may be filled at the same general meeting at which the director was removed or, where not so filled, may be filled according to the provisions of paragraph 6.07.

### **Directors Ceasing to Hold Office**

- 6.06** A director ceases to hold office when the director:
- a) dies or resigns;
  - b) is removed from office under paragraph 6.05; or
  - c) becomes disqualified from being a director.

## Vacancies on the Board

**6.07** In addition to the provisions set out in the Act, the following provisions apply to vacancies on the Board:

- a) where there is a quorum of directors in office, the remaining directors may exercise all of the powers of the directors or may appoint one or more directors to fill the vacancies until the next annual general meeting; and
- b) where there is not a quorum of directors in office, the remaining directors shall call a general meeting for the purpose of electing directors to fill vacancies.

## Nominating Procedures

- 6.08**
- a) At least ninety (90) days before the annual general meeting, the Board shall appoint a nominating committee from among the directors.
  - b) At least sixty (60) days before the annual general meeting, the nominating committee shall call for nominations to fill vacancies or expired terms by displaying notices prominently where they can be seen by members.
  - c) Any two (2) members may nominate a candidate for director by providing to the nominating committee a form or letter signed by both nominators and containing the signed consent of the nominee.
  - d) Director nominations from the members shall be submitted to the nominating committee within thirty (30) days after the date that the nominating committee calls for nominations under subparagraph b).
  - e) The nominating committee, in its discretion, may nominate additional candidates for the position of director, and shall use its best efforts to ensure there are at least as many candidates as there are positions to be filled.
  - f) At least twenty-one (21) days before the annual general meeting, the nominating committee will make available to the members the profiles of all of the director nominees, including those nominated by the nominating committee.
  - g) The nominating committee shall disclose to the members every director nominee's patronage of the Co-operative during the immediately preceding three (3) fiscal years and shall do so either:
    - i) at the general meeting at which those director nominees are seeking election, or
    - ii) when and in the same manner that they make director nominees' profiles available to the members.

- h) There will be no nominations from the floor.

## **Director Elections**

- 6.09**
- a) Where the number of director nominees exceeds the number of directors to be elected, the election of directors must be by secret ballot.
  - b) Every member casting a ballot in a director election shall vote for a number of director nominees equal to or fewer than the number of directors to be elected.
  - c) Any ballot, otherwise valid, that contains votes for fewer director nominees than the number of directors to be elected is deemed to be valid.
  - d) Any ballot that
    - i) contains a vote for anyone other than a director nominee, or
    - ii) votes for more director nominees than the number of directors to be electedis deemed to be void.

## **Place and Notice of Directors' Meetings**

- 6.10**
- a) The directors are entitled to meet at any place, and on any notice, that they consider appropriate.
  - b) The president
    - i) is entitled to call a directors' meeting at any time and,
    - ii) on the written request of at least two (2) directors, shall call a meeting within two (2) weeks after the request.
  - c) Notice of a directors' meeting need not specify the purpose of, or the business to be transacted at, the meeting.
  - d) Attendance of a director at a Board meeting is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
  - e) Where the time and place of an adjourned Board meeting is announced at the original Board meeting, notice of an adjourned Board meeting is not required to be given.

## **Quorum**

**6.11** The quorum necessary for the transaction of business by the directors at any Board meeting shall be five (5), a majority of the number of directors required to constitute a full Board under paragraph 6.02.

## **Transacting Business at Board and Committee Meetings**

- 6.12**
- a) All questions at regularly and legally constituted meetings of the Board or any committee of the Board shall be decided by a simple majority vote.
  - b) The presiding officer at Board and committee meetings is entitled to vote on any resolution but shall not have a second or casting vote in the event of a tie.
  - c) Except as provided in subparagraph d), a resolution of the Board may be passed without a meeting where:
    - i. all the directors consent in writing to the resolution; and
    - ii. the consent is filed with the minutes of the proceedings of the directors.
  - d) No Board resolution that involves the expenditure of money may be passed without a meeting of directors being held.
  - e) Where all the directors consent, a meeting of the Board or a committee of the Board may be held by means of a telephone system or a communications facility other than a telephone system that permits all individuals participating in the meeting to hear and speak to each other, and an individual so participating is deemed to be present at that meeting.

## **Directors' Duties and Powers**

- 6.13**
- a) The directors shall:
    - i) exercise the powers of the Co-operative directly or indirectly through the employees and agents of the Co-operative;
    - ii) direct the management of the business and affairs of the Co-operative; and
    - iii) exercise the borrowing and other powers of the Co-operative as described in the Act.
  - b) The directors, in addition to the general powers specified in subparagraph a), shall:
    - i) appoint a general manager for the Co-operative, define the duties of that position, and supervise the carrying out of those duties;

- ii) fix the remuneration of the general manager and approve the scale of remuneration for the management group reporting directly to the general manager; and
- iii) fix the amount of the bond, if any, required for the general manager and other officers of the Co-operative and the employees.

## Officers

- 6.14** a) At its first meeting after the annual general meeting in each year, the Board shall elect or appoint, from among the directors:
- i) a president,
  - ii) a vice-president,
  - iii) a secretary,
  - iv) a treasurer, and
  - v) other officers if it deems it necessary to properly conduct the affairs of the Co-operative.
- b) No director shall hold more than one (1) office.
- c) The president shall:
- i) chair all general meetings of the Co-operative unless some other member is appointed by the meeting to do so;
  - ii) chair all Board meetings unless some other director is appointed by the directors to do so;
  - iii) be an *ex-officio* member of all committees appointed by the Board;
  - iv) perform other duties and exercise other functions that are incidental to the office of president or that the Board requires from time to time.
- d) The vice-president, in the absence of the president, shall discharge the duties of the president described in subsection iv) of subparagraph c).
- e) The secretary shall:
- i) be responsible to ensure that correct minutes are kept of all general meetings and Board meetings;
  - ii) perform or delegate other duties and exercise other functions incidental to the office of secretary or that the Board requires from time to time.

- f) The treasurer shall:
  - i) be responsible for the monies and securities of the Co-operative;
  - ii) perform other duties that are incidental to the office of treasurer or that the Board requires from time to time.
- g) If the Board appoints officers other than the president, vice-president, secretary, and treasurer, it will specify their powers and duties at the time of appointment.
- h) The Board shall not delegate to any officer, or any other individual or committee, any of the powers, described in the Act, that the Board is prohibited from delegating.
- i) The Board, in its discretion, may remove any officer of the Co-operative from his or her position as an officer of the Board and elect or appoint another individual to fill the unexpired portion of that individual's terms.

### **Directors' Committees**

- 6.15** a) The Board, by resolution, may:
- i) appoint, from among the directors, any committees that, in its discretion, the Board deems are necessary or desirable to conduct the business of the Co-operative, and
  - ii) confer on each committee the authority and duties that, from time to time, the Board determines are appropriate.
- b) The Board may appoint, from time to time, up to two (2) individual members to advise each Board committee.
  - c) The Board shall determine the remuneration of individual members it appoints under subparagraph b).
  - d) The Board, in its discretion, may remove from the position any individual member it has appointed to advise a Board committee.

### **Directors' Remuneration**

- 6.16** The Co-operative shall:
- a) pay its directors, for each day spent carrying out their activities as directors, at the rate of fifty percent (50%) of the daily remuneration that Federated Co-operatives Limited pays to its directors, from time to time, for their services as directors; and, for greater certainty, it is acknowledged that, on March 1, 2011, Federated Co-operatives limited paid its directors four hundred thirty-six dollars (\$436.00) per day for their services;

- b) in addition to the daily remuneration described in subparagraph (a), pay the president, while carrying out activities related solely to the role of president, monthly remuneration equal to the daily remuneration that Federated Co-operatives Limited pays to its directors, from time to time, for their services as directors; and, for greater certainty, it is acknowledged that, effective February 24, 2012, Federated Co-operatives Limited paid its directors daily remuneration of four hundred forty-eight dollars (\$448.00) for their services;
- c) pay its directors, while carrying out their activities as directors, a vehicle travel allowance equal to the vehicle travel allowance that Federated Co-operatives Limited pays to its directors, from time to time, for using their vehicles while carrying out their activities as directors; and, for greater certainty, it is acknowledged that, on March 1, 2011, Federated Co-operatives Limited paid its directors a vehicle travel allowance of forty-two cents (\$.42) per kilometer; and
- d) reimburse its directors for reasonable out-of-pocket expenses incurred while carrying out their activities as directors.

## **ARTICLE VII Enactment, Amendment and Repeal of Bylaws**

### **Enactment, Amendment and Repeal of Bylaws**

- 7.01** a) The members, at any annual or special meeting called for the purpose, may enact, amend, repeal, or replace any bylaws where written notice of the proposed enactment, amendment, repeal or replacement has been:
- i) sent to the members with the notice of the meeting at which the enactment, amendment, repeal, or replacement is to be considered, by a simple majority of the votes cast at the meeting; or
  - ii) not forwarded to each member with the notice of meeting at which the enactment, amendment, repeal, or replacement is to be considered, by a two-thirds (2/3) majority of the votes cast at the meeting.
- b) In lieu of the written notice required to be sent to the Co-operative's members under subparagraph a), the Co-operative may:
- i) insert the notice in not less than two issues of the newspaper circulating in the trading area; and
  - ii) post the notice in a place that, in the opinion of the directors, is prominent and accessible to the members;

and the provisions of the Act respecting newspaper notices for annual or special meetings shall apply.

## **ARTICLE VIII Dissolution**

### **Statement of Dissolution**

- 8.01** Upon the dissolution of the Co-operative, the distribution of the property shall be in accordance with the Statement of Dissolution.

### **Unclaimed Funds**

- 8.02** Any funds remaining and unclaimed by creditors or members after three (3) years from the date of approval of the dissolution of the Co-operative shall be distributed in accordance with the Statement of Dissolution.