

BY-LAWS

Co-operative / La Coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre

0. PREAMBLE

Co-operative / La Coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre is a voluntary association offering to its support members and the general public, products and services associated with recreation, culture, theatre, youth, sports, a library and other community events and services.

1. DEFINITIONS

In the present agreement, the following expressions refer to:

“**co-operative**” refers to Co-operative / La coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre.

“**the act**” refers to The Co-operative Act L.R.Q. chapter C-67.2.

“**the board**” refers to the co-operative board of directors.

“**User member**” refers to a person using the co-operative’s services.

“**employee member**” refers to a person who is employed by the co-operative.

“**support member**” refers to a person or a corporation who has a social and/or an economic interest in the objectives of the co-operative. The Municipality of La Pêche has the economic interest to become a support member.

“**simple majority**” refers to 50 % plus one of the votes cast by the members present.

“**general meetings**” refers to the annual general meeting

2. GOALS

The co-operative is structured as a solidarity co-operative having the following goals:

- respond to the community's need for a new public facility and green space where youth, seniors, families, community groups and others in the region can gather for a wide range of recreation and cultural activities, including seasonal events
- provide individuals with a central place to teach, play, develop classes, hold events, share knowledge, skills and artistry

3. VALUES

By virtue of the values enshrined by the co-operative system, the co-operative operates as a democratic organization. Members' rights are based on equity. Every member shall have one vote, irrespective of the amount of money he/she has invested in the co-operative, and irrespective of the number of shares he/she may own.

4. RIGHTS OF MEMBERS

Members have the right to participate in all activities of the co-operative, receive invitation letters to attend meetings, participate in the affairs of the co-operative and to vote.

CAPITAL STOCK (Reference: Articles 37 to 49.4 and 226.4 of the Act)

5. QUALIFYING SHARES

SOCIAL SHARES

To become a member of the cooperative, two (2) social shares must be purchased. The price of a social share is \$10 (total: \$20)

The Board of Directors has the final authority to approve or reject applications for social shares in the co-operative.

PREFERRED SHARES

The co-operative may issue any number of preferred shares. To be eligible to purchase preferred shares, individuals, or corporations must be a member of the co-operative.

The Board of Directors has the final authority to approve or reject applications for preferred shares in the co-operative.

6. PAYMENT

Full payment must be received from individuals and corporations applying for membership in the co-operative prior to their admission as members/shareholders.

7. TRANSFER OF SHARES

Social shares are non-transferable.

8. REIMBURSEMENT OF PREFERRED SHARES

Subject to the restrictions set out in Article 38 of the Act, the board of directors may reimburse a member for sums paid for preferred shares other than that member's qualifying shares

Terms for repayment shall be set by the members from time to time at a general meeting of members.

9. PREFERRED SHARES

The board is authorized to issue preferred shares.

10. PARTICIPATING PREFERRED SHARES

The board is authorized to issue participating preferred shares to non-members of the co-operative subject to the general meeting adopting a specific by-law to this effect.

11. ANNUAL DUES

The board of directors may, by means of a resolution, establish an amount, and fix the terms and conditions, to be charged for annual dues to be paid to the co-operative by its members in order to benefit from its services as well as the moment in time when these dues are payable. Annual dues are non-reimbursable and can be waived by the Board of Directors.

THE MEMBERS (Reference: Articles 51 to 60.2 and 226.1 of the Act)

12. ADMISSIBILITY AS A MEMBER

To become a member of a co-operative, a person must:

- a) be an employee of the co-operative, user or support member as stated in section 1 of this by-law;
- b) purchase its social shares in the co-operative, as stated in section 5 of this by-law and provide payment in compliance with section 6;
- c) be admitted as a member by the board of directors, with the exception of founding members;
- d) sign a membership contract of the co-operative;
- e) comply with the provisions under Section 51 of the Act.

Notwithstanding the previous paragraph, if the co-operative is in default under any contract or agreement between it and the Municipality of La Pêche and/or any lender of the co-operative, the Municipality of La Pêche can become a support member or a user member of the co-operative by sending a written notice to that effect to the co-operative. Following the reception of the said notice by the co-operative, the Municipality of La Pêche automatically becomes a member.

13. WITHDRAWAL

Members may withdraw from the co-operative at any time by giving written notice to the co-op's secretary with a thirty (30) day notice.

14. SUSPENSION OR EXPULSION

Through board resolution, the board of directors can suspend or expel a member under the following conditions:

- an employee member who is no longer employed by the co-operative shall automatically have his/her membership revoked. Such person(s) may elect to reapply under a different category of membership;
- if a member neglects or refuses to pay fees, including annual memberships, as per the agreed terms;
- if a member breaks the rules of the co-operative;
- if the member is stripped of his/her qualifying shares;
- if the member fails to comply with other rules and/or regulations established by the general membership.

Before proceeding with the suspension or expulsion of a member, the board or directors must allow the member the chance to be heard as well as give him/her fair warning as to when his or her case is being reviewed by the board.

The decision of the board of directors is final.

GENERAL MEETING (Reference: Articles 63 to 79 of the Act)

15. GENERAL MEETINGS OF MEMBERS

All general meetings are held at the location, on the date and at the time determined by the board of directors, subject to Sections 77, 78, and 85 of the Act.

The annual general meeting of members shall be held within one hundred and eighty (180) days following the end of the fiscal year of the co-operative.

The board of directors shall decide where general meetings of members shall be held.

16. NOTICE

The co-operative must publish notice to all members at least fifteen (15) days before the date of the meeting.

Decisions made at a general meeting of members cannot be rescinded on the grounds that some members did not receive or read notices of meetings.

Notice of a special general meeting of members shall mention, apart from the location, the date and at the time, the purpose of the meeting and the ideas that need to be brought to the members' attention. Only

agenda items specified on the notice of meeting may be discussed and decided upon at a special general meeting.

17. QUORUM AND VOTE

The members present at any general meeting shall constitute a quorum.

Votes at general meetings of members shall be by show of hands, unless a majority of members present at the meeting decide otherwise. The president has the deciding vote in the event of a tie.

No member is entitled to more than one vote, irrespective of the number of shares held.

BOARD OF DIRECTORS (Reference: Articles 80 to 106.1 and 226.1 of the Act)

18. ELIGIBILITY OF THE MEMBERS

For a member to be eligible to be on the board, one must be a co-op member in good standing.

19. STRUCTURE

The board is made up of a maximum of thirteen (13) directors.

The members of the board are divided into two groups from the User member and Support member categories stated in article 1 - definitions

Members of each category shall elect their representative(s) to sit on the board of directors. Each group can elect the following numbers of directors:

Categories:

User member :	7-12
Support member:	1

Notwithstanding the previous paragraphs, if the Municipality becomes a support member of the co-operative, the number of directors elected by each group will be as follows as long as the Municipality of La Pêche is a support member:

Categories:

User member:	6-11
Support member:	2

20. TERM OF OFFICE

The term of office of a director is two (2) years.

21. DIRECTORS' ROTATION

- a) For the first two (2) years of the foundation of the co-operative, the term of office of the directors is as follows:
 - Four (4) positions will be up for election after the first year;
 - Four (4) positions after the second year;
- b) A random draw will determine the positions that will be up for election after the first and second years.
- c) The term of office of the directors elected afterward will be two (2) years, with the exception of non-members whose mandate will only be for one year.

22. NOMINATION AND ELECTION OF DIRECTORS

Election of directors takes place at the annual general meeting of members.

- a) The assembly names a deputy returning officer and, if need be, an election President and secretary. By agreeing to act in this capacity, these persons also agree not to stand for election.
- b) The President reads the names of the directors whose term has ended.
- c) Afterward, he/she informs the assembly of the following points:
 1. The directors whose term is ending are eligible for re-election;
 2. The members can nominate as many candidates as they wish;
 3. If a nominee is not present at the meeting, the nominator must present written confirmation of the nominee's acceptance of the nomination;
 4. The President verifies the acceptance and eligibility of each nominee. Any refusal automatically eliminates the candidate;
 5. If there are more candidates than vacancies, an election takes place. If the number of candidates is equal to that of vacancies, the candidates are elected by acclamation; if the number of candidates is lower than that of the number of vacancies, the board may fill the positions during the co-operative's fiscal year, in compliance with Section 85 of the Act;
 6. In the event of an election, the vote is by secret ballot. A ballot paper is given to each member in good standing, who then writes the name of the candidate(s) of his or her choice;
 7. The deputy returning officer adds up the votes obtained by each candidate and relays the outcome to the election President;

8. For each vacancy, the President declares elected the candidate who has received the most votes, without stating the actual number of votes;
9. In the case of a tie, the vote is repeated only among the candidates with an equal number of votes;
10. If, after a second vote, the equality remains, the director is chosen by a random draw;
11. A recount of the votes is carried out if at least one third of the members present requests it. The candidates concerned may observe the recount;
12. All ballots are disposed of by the deputy returning officer immediately after the vote;
13. All decisions made by the President with regard to the procedure binds the assembly unless the members present overrule them with a majority of the votes cast by the members present.

23. BOARD MEETING

1. The board of directors meets as often as the co-operative's interests require, but at least five (5) times a year.
2. The notice is given by writing at least fourteen (14) days before the date of the meeting.
3. In the event of an emergency meeting, the time of notice is, exceptionally, reduced to twenty-four (24) hours.
4. All previous acts and motions carried at board meetings are deemed to be regular and valid even if it is subsequently discovered that the appointment of a director is tarnished by irregularities or that either one of the directors is not competent to be on the board.
5. Voting by e-mail and fax are accepted.
6. Board meetings are called by the president or, by the secretary as per the president's request, or by at least two (2) members. The meeting can be held at the coop's head office or not, it is left to the president or the board's discretion.

24. BOARD VACANCY

In case of vacancy, the directors may appoint a person eligible to become a director for the unexpired portion of the term of office. Should the directors fail to do so before the annual general meeting following the vacancy, the meeting shall fill the vacancy.

However, if the directors remaining in office do not make a quorum, a director or two members of the co-operative, may order the secretary to call a special board meeting to fill the vacancies.

25. DISMISSAL OF A DIRECTOR

An individual is no longer a member of the board of directors if:

- a) He/she resigns by giving the board of directors a thirty (30) day written notice;
- b) Dies, or declares personal bankruptcy;
- c) No longer meets the membership requirements of the co-operative;
- d) He/she has not come to three (3) meetings in one fiscal year.

26. REMUNERATION AND EXPENSES

Directors serve in a voluntary capacity and are not entitled to any pay for their services. However, they are entitled to the reimbursement of justifiable expenses incurred in carrying out their duties, as approved by the board.

27. QUORUM AND VOTE

The quorum established for the board of directors' meeting is a simple majority. All matters are decided by the majority, the president however has the deciding vote if the board cannot reach a unanimous decision.

28. SIGNED RESOLUTION

A written resolution signed by all directors is considered valid with equal legitimacy as those voted on at a board meeting. Signed resolutions and minutes of all board meetings shall be kept in the official minute book of the co-operative.

29. TELEPHONE CONFERENCE

A director may participate in board meetings without being physically present using another way to communicate orally, simultaneously and instantly with the board. In case of interruption, the meeting is still valid if the quorum is maintained.

POWERS AND DUTIES OF THE COOPERATIVE'S OFFICERS (Reference: Articles 112.1 to 117 of the Act)

30. DESIGNATION

The officers of the co-operative are: the president, the vice-president, the secretary, and the treasurer, along with all other officers whose title(s) and functions are determined by the board of directors.

31. ELECTION

The board of directors must appoint officers of the co-operative during their first board meeting following each annual general meeting of members, and when necessary.

The officers are elected for one year. There is no limit on the number of years an individual may serve as an officer.

32. REMUNERATION

The co-operative's officers are not remunerated for their services

33. RESIGNATION

An officer may resign at any time by submitting his or her written resignation to the board of directors.

34. POWERS AND DUTIES OF OFFICERS

Officers have the power and duties ordinarily inherent to their charge, with the condition of the Act and regulations, and they also have the powers and duties that the board of directors delegate to them.

35. PRESIDENT

- a) presides over general meetings and board meetings;
- b) ensures compliance with the by-laws;
- c) oversees the execution of decisions made at general meetings and board meetings;
- d) represents, in person or by delegate, the co-operative in its dealings with the outside world;
- e) signs all official documents that requires signature.

36. VICE-PRESIDENT

In the case of the president's absence or if the president is prevented from acting, the vice-president assumes the powers and obligations of the president.

37. SECRETARY

- a) records the minutes of the general meetings and board meetings;
- b) maintains and keeps the co-operative's register and archives;
- c) forwards the notices for the general meetings and board meetings;
- d) is automatically appointed secretary of the board and forwards to the various organisations what is required by law;
- e) performs all tasks related to his or her duties.

38. TREASURER

- a) has care and custody of the cooperative's funds, accounting books and ledgers, and records;
- b) keeps a detailed and accurate account of the assets and liabilities as well as the revenues and disbursements of the co-operative in one or more ledgers suited to this end;
- c) deposits the co-operative's funds in a financial institution determined by the board of directors;
- d) presents the audited financial statements of the co-operative at the annual general meeting;
- e) performs all tasks related to his or her duties.

The treasurer has care and custody of the portfolio, the accounting ledgers as well as bookkeeping responsibilities. Furthermore, he or she must allow examination of the accounts by the directors.

39. GENERAL MANAGER

The board of directors may appoint a general manager.

Under the direct supervision of the board of directors, the general manager:

- a) administers, directs and controls the co-operative's business operations;
- b) establishes an annual operating budget 60 days prior to year end;
- c) has direct responsibility for the capital and non-capital property of the cooperative;
- d) has care and custody of the portfolio, the accounting ledgers as well as bookkeeping responsibilities;
- e) manages personnel, hiring all employees, assigning work and salary and benefits, conducting annual performance reviews, etc., according to criteria established by the board. He or she informs the board of nominations, suspensions, dismissals and layoffs of employees;
- f) presents a monthly activity/status report to the board of directors;
- g) submits the accounts for which he or she is responsible to annual audit and inspections as set out in the Act;
- h) Within three (3) months of the end of the fiscal year, he or she must ensure that an annual report is prepared compliant with Article 132 of the Act, collaborate with the auditor and submit the annual report to the board of directors for approval;
- i) conforms to the instructions of the board and supply any and all information that the board may request.

40. REMUNERATION

Members of the co-operative's committees are not remunerated for their services.

FINANCIAL ARRANGEMENTS

(Reference: Articles 90, 128 to 134 of the Act)

41. HEAD OFFICE

The co-operative may have more than one office. Aside from its head office, and its main place of business, the co-operative can establish in and out of Québec an office that is determined by the board of directors.

42. FISCAL YEAR

The fiscal year starts April 1st of each year and ends March 31st.

Each year, members attending the annual general meeting shall appoint auditors.

43. AMENDMENTS TO THE BY-LAWS

Amendments to the by-laws of the co-operative may be made at general meetings of members, providing members have been notified of the proposed changes at least fifteen (15) days prior to the meeting.

44. EFFECTIVE DATE

These By-Laws will be in effect as of August 29, 2018 and will replace any older By-Laws.

Date

Secretary