

## BY-LAWS

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

**PROPOSED CHANGES TO BY-LAWS AS OF SEPTEMBER 19, 2023**  
**Approved by the Board of Directors for presentation and approval at the 2023 AGM**

### THEMES:

	CLARITY - terms added, modified, removed; eliminate ambiguity of procedural “rules”
	COMPLIANCE - aligned with the <a href="#">Cooperatives Act (2015)</a> ; recognize electronic voting
	COMMITMENT – introduction of a Membership Agreement for all members; greater transparency
	CONTINUITY – support transitions including past board resolutions upheld, filling vacant Board positions

Section	By-Law Text with proposed changes in green	Theme	Rationale
<b>0. PREAMBLE</b>	Co-operative / La Coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre is a voluntary not for profit association offering to its members, and the general public, products and services associated with recreation, culture, theatre, youth, sports, a library and other community events and services.	<b>NO CHANGE</b>	
<b>1. DEFINITIONS</b>	<p>In the present agreement, the following expressions refer to:</p> <ul style="list-style-type: none"> <li>- <b>“co-operative”</b> refers to Co-operative / La coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre.</li> <li>- <b>“the act”</b> refers to Quebec’s Co-operative Act L.R.Q. chapter C-67.2.</li> <li>- <b>“the board”</b> refers to the co-operative’s Board of Directors.</li> <li>- <b>“auxiliary member”</b> refers to a person who is capable of using the co-operative’s services and programs but has no vote and is ineligible for office (i.e. individuals younger than the age of 14 years)</li> </ul>	<b>CLARITY</b>	<b>51.1.</b> A minor may be a member of a cooperative whose object concerns him. However, if he is 14 years of age or over, the minor is, in that respect, deemed to be a person of full age.

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	<ul style="list-style-type: none"> <li>- “user member” refers to a person using the co-operative’s services.</li> <li>- “employee member” refers to a person who is employed by the co-operative.</li> <li>- “rules” refers to the by-laws and policies of the cooperative.</li> <li>- “support member” refers to a person <del>or a corporation</del> an organization who has a social and/or an economic interest in the objectives of the co-operative.</li> <li>- “simple majority” refers to 50 % plus one of the votes cast by the members present.</li> <li>- “general meetings” refers to the annual general meeting and special general meetings</li> <li>- “membership agreement” refers to a document that is to be reviewed and accepted by all members of the Cooperative</li> </ul>		
2. GOALS	<p>The co-operative is structured as a solidarity co-operative having the following goals:</p> <ul style="list-style-type: none"> <li>- Provide for the community’s needs for a 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</li> <li>- provide individuals with a central place to teach, play, develop classes, hold events, share knowledge, skills and artistry</li> </ul>	NO CHANGE	
3.0 VALUES	<p>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.</p>	NO CHANGE	
4.0 RIGHTS OF MEMBERS	<p>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 <b>as per the Membership Agreement (see ANNEX 1)</b></p>	COMMITMENT	
<b>CAPITAL STOCK OF THE COOPERATIVE</b>			Articles 37 to 49 and 226.4 of the Act
5.0 QUALIFYING SHARES	<p><b>SOCIAL COMMON SHARES</b>  To become a member of the cooperative, two (2) common shares must be purchased. The price of a common share is \$10 (total: \$20).  <del>The Board of Directors has the final authority to approve or reject new member applications in the co-operative.</del></p>	CLARITY	

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6.0 PAYMENT	Full payment must be received from individuals and organizations applying for membership in the co-operative prior to their admission as members/shareholders.	NO CHANGE	
7. TRANSFER OF SHARE	Social <del>Common</del> shares are non-transferable.	CLARITY	
8. REIMBURSEMENT OF PREFERRED SHARES	<del>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 members qualifying chairs.</del> Terms for repayment shall be set by the members from time to time at the general meeting of members.	CLARITY	Repealed – no longer offering preferred shares
9. PREFERRED SHARES	<del>The board is authorized to issue preferred shares.</del>	CLARITY	Repealed – no longer offering preferred shares
10. PARTICIPATING PREFERRED SHARES	<del>The board is authorized to issue participating preferred shares to non-members of the cooperative subject to the general meeting adopting a specific by-law to this effect.</del>	CLARITY	Repealed – no longer offering preferred shares.
THE MEMBERS			(Articles 51 to 60.2 and 226.1 of the Act)
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.	NO CHANGE	
12. ADMISSABILITY OF MEMBERS	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 common 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 (see 51(5); d) sign a membership agreement of the co-operative <b>or accept online (see Annex 1);</b> e) comply with the provisions under Section 51 of the Act; f) <b>auxiliary members are excluded from b, c, d and e above.</b>  <del>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</del>	COMPLIANCE	SECTION 51 To be a member of a cooperative, a person or a partnership must (1) be capable of actually being a user of the cooperative's services; (2) apply for membership, except in the case of a founder; (3) subscribe and pay for the required qualifying shares in accordance with the by-laws; (4) undertake to comply with the by-laws of the cooperative; (5) be admitted by the board of directors, except in the case of a founder.

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	<del>notice by the co-operative, the Municipality of La Pêche automatically becomes a member.</del> <b>Repealed</b>		The section is repealed to formally recognize the Municipality of La Pêche as a support member (see also Section 19 – Structure below)
<b>13. WITHDRAWAL</b>	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.	<b>NO CHANGE</b>	
<b>14. SUSPENSION OR EXPLUSION</b>	<p>Through board resolution, the Board of Directors can suspend or expel a member under the following conditions:</p> <ul style="list-style-type: none"> <li>- an employee member who is no longer employed by the co-operative shall automatically have his/her/their membership revoked. <b>Such person(s) may elect to reapply as a member, which would payment for the purchase of common shares (section 5.0 and 6.0)</b></li> <li>- <b>if a member neglects or refuses to pay fees as per the member-approved terms and conditions;</b></li> <li>- if a member breaks the rules of the co-operative;</li> <li>- <del>if the member is stripped of his/her qualifying shares;</del> <b>Repealed</b></li> <li>- if the member fails to comply with rules and/or regulations established by the general membership.</li> </ul> <p>Before proceeding with the suspension or expulsion of a member, the Board of Directors must allow the member the chance to be heard, as well as give him/her/<b>their</b> fair warning as to when his or her case is being reviewed by the board.</p> <p>The decision of the Board of Directors is final.</p>	<b>CLARITY</b>	Other text added is for increased clarity and removed as no longer applicable.
<b>THE GENERAL MEETING</b>			Articles 63 to 79 of the Act
<b>15. GENERAL MEETINGS OF MEMBERS</b>	<p>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.</p> <p>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.</p> <p><del>The Board of Directors shall decide where general meetings of members shall be held.</del></p>	<b>COMPLIANCE</b>	<p>See also Sections 77, 78, and 85 of the Act.</p> <p>Strike through text is redundant.</p>
<b>16. NOTICE</b>	<p>The co-operative must <b>give notice in writing</b> to all members at least fifteen (15) days before the date of the meeting.</p> <p><b>The notice of the annual general meeting shall include the annual report</b></p>	<b>COMPLIANCE</b>	Article 65: Unless otherwise provided by by-law, notice of a meeting must be given in writing to the members at least five days before the date fixed

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	<p>for the previous year.</p> <p>The notice must also be given to the federation of which the cooperative is a member within the same time.</p> <p>A representative of the federation may attend and speak at the meeting.</p> <p>Decisions made at a <u>general meeting</u> of members cannot be rescinded on the grounds that some members did not receive or read notices of meetings.</p> <p>Notice of a <u>special general meeting</u> of members shall mention, apart from the location, the date and the time, the purpose of the meeting and the ideas that need to be brought to the members' attention.</p> <p>Only agenda items specified on the notice of the meeting may be discussed and decided upon at a <u>special general meeting</u></p>		<p>for the meeting. The notice must also be given to the federation of which the cooperative is a member within the same time. A representative of the federation may attend and speak at the meeting.”</p>
<p><b>17. QUOROM AND VOTE</b></p>	<p>The members present at any general meeting shall constitute a quorum.</p> <p>To vote at <del>the annual</del> any general meeting, the individual must have been a member for at least thirty (30) days prior to the meeting.</p> <p>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.</p> <p>No member is entitled to more than one vote, irrespective of the number of shares held.</p>	<p><b>COMMITMENT</b></p>	
<p><b>BOARD OF DIRECTORS</b></p>			<p>Articles 80 to 106.1 and 226.1 of the Act</p>
<p><b>18. ELIGIBILITY OF THE MEMBERS FOR BOARD DIRECTORS</b></p>	<p>For a member to be eligible to be on the board, one must be a co-op member in good standing (i.e., aware of and understands the by-laws of the cooperation and adheres the terms and conditions of the membership agreement.)</p>	<p><b>COMMITMENT</b></p>	
<p><b>19. STRUCTURE</b></p>	<p>The board is made up of a of eleven (11) or thirteen (13) directors.</p> <p>The Municipality is 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 (MLP) is a support member:</p> <p>Categories:</p> <p style="padding-left: 40px;">User member: 9</p> <p style="padding-left: 40px;">Support member: 2</p> <p>Support members must provide a statement in writing that they are the approved representative for the designated organization(s):</p>	<p><b>COMMITMENT</b></p>	<p>The municipality becomes a support member of the cooperative.</p> <p><i>NOTE: Article 8 The board of directors of a cooperative consists of not fewer than three nor more than 15 directors. The number of directors is</i></p>

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	<p>1 representative for the Municipality of La Pêche 1 support member representing Theatre Wakefield, WAY, Library, Wakefield Recreation Association</p> <p><b>It is the ongoing obligation of the support members to convey information to and input from the organizations that they represent to the Board of Directors.</b></p> <p><b>The appointed support members will not hold executive positions.</b></p>		<i>determined by by-law.</i>
<b>20. TERM OF OFFICE</b>	<p>The term of office of <b>an elected</b> director is two (2) years.</p> <p><b>The term of office for a support member is one (1) year.</b></p> <p><del>The term of an appointed replacement member will be until the next election.</del></p>	<b>CONTINUITY</b>	Article 85 states, "In case of vacancy, the directors may appoint a person entitled to become a director for the unexpired portion of the term of office. Should the directors fail to do so, the vacancy may be filled at a general meeting.
<b>21 DIRECTOR'S ROTATION</b>	<p><del><b>DIRECTORS' ROTATION Repealed</b></del></p> <p><del>The term of office of the elected directors will be two (2) years,</del></p> <p><del>The terms of the office of the directors is staggered so that half the Directors rotates every year while the other half stand for one more year.</del></p> <p><del>Directors can be reelected no more than three times.</del></p>	<b>CONTINUITY</b>	Text repealed is redundant with Section 20. Next text supports continuity although succession planning is absent.
<b>22 NOMINATION AND ELECTION OF DIRECTORS</b>	<p>a) Election of directors takes place at the annual general meeting <b>unless there is no longer a quorum in which case the vacancies will be filled by an election at a special general meeting of members. The term of directors elected at a special general meeting will be until the next AGM.</b></p> <p>b) The assembly names a <b>deputy returning officer</b> and, if need be, an <b>election president</b> and secretary. By agreeing to act in this capacity, these persons also agree not to stand for election.</p> <p>c) The <b>Election president</b> reads the names of the directors whose term has ended.</p> <p>Afterward, he/she/they informs the assembly of the following points:</p>	<b>COMPLIANCE</b>	Article 85 - In case of vacancy, the directors may appoint a person entitled to become a director for the unexpired portion of the term of office. Should the directors fail to do so, the vacancy may be filled at a general meeting. However, if the directors remaining in office do not make a quorum, a director or two members of the cooperative, or the board of directors of the federation of which it is a

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	<ol style="list-style-type: none"> <li>1. The directors whose terms have ended are eligible for re-election;</li> <li>2. The members can nominate as many candidates as they wish;</li> <li>3. If a nominee is not present at the meeting, the nominator must present written confirmation of the nominee's acceptance of the nomination;</li> <li>4. The <b>Election President</b> verifies the acceptance and eligibility of each nominee. Any refusal automatically eliminates the candidate;</li> <li>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. <b>If the number of candidates is lower than that of the number of vacancies, the board may fill the vacant positions during the co-operative's fiscal year, in compliance with Section 85 of the Act;</b></li> <li>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 names of the candidate(s) of his or her choice;</li> <li>7. The deputy returning officer adds up the votes obtained by each candidate and relays the outcome to the <b>Election President</b>;</li> <li>8. For each vacancy, the <b>Election President</b> declares elected the candidate who has received the most votes, without stating the actual number of votes;</li> <li>9. In the case of a tie, the vote is repeated only among the candidates with an equal number of votes;</li> <li>10. If, after a second vote, the equality remains, the director is chosen by a random draw;</li> <li>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;</li> <li>12. All ballots are disposed of by the deputy returning officer immediately after the vote;</li> <li>13. All decisions made by the <b>Election President</b> 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.</li> </ol>		<p>member, may order the secretary to call a special meeting to fill the vacancies. If the secretary fails to act, those who may order that the meeting be held may call it. The cooperative shall reimburse those who called the meeting for reasonable expenses incurred by them to hold the meeting.</p>
<b>23. BOARD MEETING</b>	The board of directors meets as often as the co-operative's interests require, but at least five (5 times) a year.	<b>CONTINUITY AND</b>	Previously fourteen days in advance. For Boards who meet monthly this results in

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	<p>The notice and proposed agenda are given to the boar members in writing at least <b>seven (7) days before</b> the date of the meeting.</p> <p>In the event of an emergency meeting, the time of notice is, exceptionally, reduced to twenty-four (24) hours.</p> <p>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.</p> <p>Voting by <del>e-mail and fax</del> <b>electronic means</b> is accepted.</p> <p>Board meetings are called by the president or, by the secretary as per the president's request, or by at least two (2) <del>members</del> directors. <del>The meeting can be held at the coop's head office or not, it is left to the president or the board's discretion.</del></p> <p><b>Resolutions passed by the Board will be followed unless rescinded.</b></p>	<b>COMMITMENT</b>	unnecessary administrative burden.
<b>24. BOARD VACANCY</b>	<p>In case of a vacancy, the directors may appoint a person eligible to become a director for <b>a term until the next general meeting.</b> <del>the unexpired portion of the term of office.</del> Should the directors fail to do so the <b>vacancy will be filled as part of the agenda of the next annual</b> general meeting.</p> <p>However, if the directors remaining in office do not make a quorum, a director or two members of the co-operative, <del>may</del> <b>must</b> order the secretary to call a special <del>board</del> <b>general</b> meeting to fill the vacancies <b>within thirty (30) days.</b></p>	<b>CONTINUITY</b>	
<b>25. DISMISSAL OF A DIRECTOR</b>	<p>An individual is no longer a member of the Board of Directors if:</p> <ol style="list-style-type: none"> <li>He/she/<b>they</b> resigns by giving the Board of Directors a thirty (30) day written notice;</li> <li>Dies, or declares personal bankruptcy;</li> <li>No longer meets the membership requirements of the co-operative;</li> <li>He/she/<b>they are absent from</b> <del>has not come to</del> three (3) meetings in one fiscal year <b>without acceptable justification.</b></li> </ol>	<b>CONTINUITY</b>	
<b>26. REMUNERATION AND EXPENSES</b>	<p>Directors serve in a voluntary capacity and are not entitled to any pay for their services. However, they are entitled to reimbursement of justifiable expenses incurred in carrying out their duties, as approved by the Board.</p>	<b>NO CHANGE</b>	
<b>27 QUORUM AND</b>	<p>The quorum established for the Board of Directors' meeting is a simple</p>	<b>COMPLIANCE</b>	Article 93 A majority of the



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<b>VOTE</b>	majority, <b>including vacant positions</b> . All matters are decided by the majority, the <del>president</del> <b>meeting chair</b> however has the deciding vote if <del>the board cannot reach a unanimous decision.</del> <b>in the case of a tie.</b>		number of directors determined by by-law in accordance with section 80 constitutes a quorum of the board of directors.  The decisions of the board of directors are taken by the majority of the votes of the directors present. In case of a tie, the chairman of the meeting has a casting vote.
<b>28. SIGNED RESOLUTION</b>	A resolution in writing, signed by all the members, is as valid as if it had been passed at a general meeting. The resolution is kept with the minutes of the general meetings.	<b>COMPLIANCE</b>	Article <b>67</b> . A resolution in writing, signed by all the members, is as valid as if it had been passed at a general meeting. The resolution is kept with the minutes of the general meetings.
<b>29. TELEPHONE OR INTERNET CONFERENCE</b>	<del>The President and a</del> <b>Directors</b> 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.	<b>CLARITY</b>	
<b>POWERS AND DUTIES OF EXECUTIVE OFFICERS</b>			Articles 112.1 to 117 of the Act
<b>30. DESIGNATION</b>	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.	<b>NO CHANGE</b>	
<b>31. ELECTION APPOINTMENT OF OFFICERS</b>	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 <del>elected</del> <b>appointed</b> for one year. There is no limited on the number of years an individual may serve as an executive officer.	<b>CLARITY</b>	Officers are not elected therefore this title is more accurate.
<b>32. REMUNERATION</b>	The co-operative's officers are not remunerated for their services.	<b>NO CHANGE</b>	
<b>33. RESIGNATION</b>	An officer may resign at any time by submitting his or her written resignation to the Board of Directors.	<b>NO CHANGE</b>	
<b>34. POWERS AND</b>	Officers have the power and duties ordinarily inherent to their charge, with	<b>NO CHANGE</b>	

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<b>DUTIES OF OFFICERS</b>	the condition of the Act and regulations, and they also have the powers and duties that the Board of Directors delegate to them.		
<b>35. PRESIDENT</b>	<ul style="list-style-type: none"> <li>a) presides over general meetings and board meetings;</li> <li>b) ensures compliance with the by-laws and the Act;</li> <li>c) oversees the execution of decisions made at general meetings and board meetings;</li> <li>d) represents, in person or by delegate, the co-operative in its dealings with the outside world;</li> <li>e) signs all official documents that requires signature.</li> </ul>	<b>COMMITMENT</b>	
<b>36. VICE PRESIDENT</b>	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.	<b>COMMITMENT</b>	
<b>37. SECRETARY</b>	<ul style="list-style-type: none"> <li>a) records the minutes of the general meetings and board meetings;</li> <li>b) Ensure signed resolutions and approved minutes of all board meetings shall be kept in the official minute book of the co-operative.</li> <li>c) maintains and keeps the co-operative's register and archives;</li> <li>d) forwards the notices for the general meetings and board meetings;</li> <li>e) <del>is automatically appointed secretary of the board and forwards to the various organizations what is required by law;</del></li> <li>f) performs all tasks related to his or her duties. ensures compliance with the by-laws and the Act;</li> </ul>	<b>COMMITMENT</b>	
<b>38. TREASURER</b>	<ul style="list-style-type: none"> <li>a) has care and custody of the cooperative's funds, accounting books and ledgers, and records;</li> <li>b) keeps or delegates the deposit of the keeping of 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;</li> <li>c) deposits or delegates the deposit of the co-operative's funds in a financial institution determined by the Board of Directors;</li> <li>d) presents the audited financial statements of the co-operative at the annual general meeting;</li> <li>g) performs all tasks related to his or her duties. ensures compliance with the by-laws and the Act;</li> </ul> <p>The treasurer has care and custody of the portfolio, the accounting ledgers and oversight of bookkeeping responsibilities. Furthermore, he/she/they must allow examination of the accounts by the Directors.</p>	<b>COMMITMENT</b>	

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<p><b>39. GENERAL MANAGER</b></p>	<p>The Board of <b>Directors may shall appoint</b> a general manager</p> <p>Under the direct supervision of the board of directors, the general manager:</p> <ul style="list-style-type: none"> <li>a) administers, directs and controls the co-operative's business operations,</li> <li>b) establishes an annual operating budget 60 days prior to the fiscal year end,</li> <li>c) has direct responsibility for the capital and non-capital property of the cooperative,</li> <li>d) has care and custody of the portfolio, the accounting ledgers as well as bookkeeping responsibilities;</li> <li>e) manages personnel, hires all employees, assigns work and salary and benefits, conducts 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,</li> <li>f) presents a monthly activity/status report to the board of directors,</li> <li>g) submits the accounts for which he or she is responsible to annual audit and inspections as set out in the Act,</li> <li>h) within three (3) months of the end of the fiscal year, ensures that an annual report is prepared compliant with Article 132 of the Act, collaborates with the auditor and submits the annual report to the Board of Directors for approval,</li> <li>i) conforms to the instructions of the board and supplies information that the Board may request.</li> </ul>	<p><b>COMPLIANCE</b></p>	<p>Article 90.1 - appoint a general manager or a manager, unless otherwise provided for in the by-laws.</p> <p>132. Within six months after the close of the fiscal year, the board of directors shall prepare an annual report containing, in particular,</p> <ul style="list-style-type: none"> <li>(1) the name and domicile of the cooperative and any other name under which it is identified;</li> <li>(2) the names of the directors and executive officers;</li> <li>(2.1) a mention, if such is the case, that the members have agreed not to elect any directors for that year;</li> <li>(3) the number of members and of associate members, if any, of the cooperative;</li> <li>(4) the financial statements for the last fiscal year;</li> <li>(4.1) a statement of the capital stock, including requests for repayment of shares, and the anticipated repayment of the shares;</li> <li>(5) the auditor's report;</li> <li>(5.1) the date of the annual meeting;</li> <li>(6) the number of persons, if any, employed by the cooperative;</li> <li>(6.1) where applicable, the name of the federation with which the cooperative is</li> </ul>

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			affiliated; (7) the other information required by by-law.
<b>40. REMUNERATION</b>	Members of the co-operative's <del>committees</del> <b>board of directors</b> re not remunerated for their services	<b>CLARITY</b>	The by-laws do not address the role or <b>structure of committees</b> . The board of directors is the only identity impacted by this section. Note: in the Act - A Secretary and Treasurer can receive remuneration as they responsibilities are greater than other executive officer roles. The CWLP Board chooses not adopt this option at this time.
<b>FINANACIAL ARRANGEMENTS</b>			Articles 90, 128 to 134 of the Act
<b>41.0 HEAD OFFICE</b>	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.	<b>NO CHANGE</b>	
<b>42. FISCAL YEAR</b>	The fiscal year starts April 1 <sup>st</sup> of each year and ends March 31 <sup>st</sup> .  Each year, members attending the annual general meeting shall appoint financial auditors.	<b>NO CHANGE</b>	
<b>43. AMENDMENT TO THE BY-LAWS</b>	Amendments to the by-laws of the co-operative <del>may</del> <b>must</b> be made <b>approved</b> at general meetings of members, providing members have been notified <b>in writing</b> of the proposed changes at least fifteen (15) days prior to the meeting.	<b>COMPLIANCE</b>	ARTICLE 118. To amend the articles of a cooperative, the general meeting must adopt a by-law.  119. The by-law amending the articles must be adopted by two-thirds of the votes cast by the members or representatives present at an annual meeting or at a special meeting called for that purpose.  The by-law must authorize one of the directors to sign the articles of amendment.

Section	By-Law Text with proposed changes in green	Theme	Rationale
			<p>120. The articles of amendment shall be accompanied with an application for the amendment of the articles, signed by the director authorized to sign the articles of amendment, with an attestation of the secretary establishing that the cooperative has met the requirements of section 119 and with any other document or information required by the Minister for the examination of the application.</p> <p>The articles of amendment signed by a director shall be sent to the Minister.</p>

## Annex 1

### Membership Agreement Centre Wakefield La Peche Cooperative

Our Cooperative is aligned with the values of the International Cooperative Alliance which are: self-help, self-responsibility, democracy, equality, and solidarity. As outlined in the Centre Wakefield La Peche Cooperative By-Laws, to become a member of the cooperative each person must indicate agreement of this membership agreement.

#### **Your rights as a member of the Co-operative / La Coopérative de solidarité Centre communautaire Wakefield La Pêche Community Centre.**

As a member of the cooperative I am entitled to:

- Have one vote at general and other co-op meetings and receive proper notice of meetings.
- Serve on a committee or run for a position on the Board of Directors.
- Participate in the co-operative's operations, activities, planning and governance.
- Attend Board meetings as an observer.
- Contribute ideas and/or support or raise concerns and/or issues I identify with the co-operative and its Board.
- Receive directly (or via access on the Centre's website) information about the co-operative's activities, events, financial status, and other important processes or decisions (e.g., resolutions) and as required in the Quebec Cooperatives Act - 67.2. and the **Centre Wakefield La Pêche** Cooperative's By-Laws.

#### **Responsibilities as a member of the cooperative**

As a member of the co-operative, I have a responsibility to:

- Participate in the governance of the co-operative by attending general meetings, voting on decisions, asking questions, and/or participating on boards and committees.
- Support the mission, vision, and goals of the cooperative.
- Adhere to the policies and procedure of the cooperative set out in the organizational documents and created by the board.
- Support the cooperative's operations by using its services and/or contributing to the delivery of services.
- Learn more about the cooperative's operations and organizational capacity.

- Support the financial sustainability of the cooperative by making a financial contribution and paying membership dues and user fees as required by the Cooperative.

**Obligations of the cooperative to members**

As a member of the cooperative, I understand that the cooperative is obligated to:

- Provide notice of meetings and information on ways that I can participate in the co-operative's governance.
- Maintain a transparent and efficient system of decision-making that is inclusive of the membership and supportive of the mission and vision of the cooperative.
- Conduct business, through the board or staff, that is in the best interest of the co-operative, its members, and our community.
- Use my financial contributions, dues, user fees, and participation fees effectively and responsibly and have the option to redeem my shares in the event I leave the co-operative.

**Declaration**

I \_\_\_\_\_ understand the rights and responsibilities of membership in the Cooperative and agree to them. I agree to buy 2 common shares with a value of \$10 each.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_ E-mail: \_\_\_\_\_

Admitted by:

Board member: \_\_\_\_\_ Date: \_\_\_\_\_

As per Quebec's Charter for Cooperatives, your name will be submitted to the Board of Directors to acknowledge and approve your membership. Within 30 days you will receive an acknowledgment from the President welcoming you to the CWLP Cooperative.