

# Resolution-1

**Be it resolved that the following additions and amendments to Definitions within the Bylaws of the Fort St. John Co-operative Association be adopted as follows:**

PURPOSE: to update and add language to reflect current day business requirements

## **PART 1, RULE 1**

### **CURRENT:**

#### DEFINITIONS:

“Act” means the Cooperative Association Act of British Columbia from time to time in force and all amendments to it;

“Association” means the Fort St John Co-operative Association;

“board” means the board of directors of the Association for the time being;

“directors” has the meaning set out in the Act;

“member” has the meaning set out in the Act;

“memorandum” has the meaning set out in the Act;

“ordinary resolution” means a resolution of the members of the Association that is:

- a) Submitted to all members who are entitled to vote on the resolution and passed by being consented to in writing by  $\frac{3}{4}$  of those members; or
- b) After the required notice of meeting under the Act, in a general meeting by a simple majority of the total votes cast by the members who are entitled to vote on the resolution, including votes cast in person and, if permitted by the Act and these rules, votes cast by mail ballot;

“regulation” means a regulation under the Act as made and amended from time to time;

“rules” means the rules adopted by the Association, as amended from time to time:

“special resolution” means a resolution of the members of the Association that is:

- a) Submitted to all the members who are entitled to vote on the resolution and passed by being consented to in writing by all of them; or
- b) After the required notice of meeting under the Act, in a general meeting by a  $\frac{2}{3}$  majority of the total votes cast by the members who are entitled to vote on the resolution, including the votes cast in person and, if permitted by the Act and these rules, votes cast by mail ballot;

“surplus” means net savings before provision for income tax and before patronage returns.

**AMENDMENT:** Add definition of Electronic Communication; strike out *mail ballot* and substitute with ‘Electronic Communication’.

**NEW**

“Act” means the Cooperative Association Act of British Columbia from time to time in force and all amendments to it;

“Association” means the Fort St John Co-operative Association;

“board” means the board of directors of the Association for the time being;

“directors” has the meaning set out in the Act;

*“electronic communication” means communications through an electronic means, such as telephone and other computerized communications technologies, such as email, text, messenger, or group meeting software for the purposes of exchanging information or documentation or participating in meetings.*

“member” has the meaning set out in the Act;

“memorandum” has the meaning set out in the Act;

“ordinary resolution” means a resolution of the members of the Association that is:

- a) Submitted to all members who are entitled to vote on the resolution and passed by being consented to in writing by  $\frac{3}{4}$  of those members; or
- b) After the required notice of meeting under the Act, in a general meeting by a simple majority of the total votes cast by the members who are entitled to vote on the resolution, including votes cast in person and, if permitted by the Act and these rules, votes cast by *Electronic Communication*;

“regulation” means a regulation under the Act as made and amended from time to time;

“rules” means the rules adopted by the Association, as amended from time to time:

“special resolution” means a resolution of the members of the Association that is:

- a) Submitted to all the members who are entitled to vote on the resolution and passed by being consented to in writing by all of them; or
- b) After the required notice of meeting under the Act, in a general meeting by a  $\frac{2}{3}$  majority of the total votes cast by the members who are entitled to vote on the resolution, including the votes cast in person and, if permitted by the Act and these rules, votes cast by *Electronic Communication*;

“surplus” means net savings before provision for income tax and before patronage returns.

## Resolution-2

Be it resolved that the following additions and amendments related to updating language around electronic communications in the Bylaws of the Fort St. John Co-operative Association be adopted as follows:

PURPOSE: to update language throughout the bylaws related to communication methods

### PART 10, RULE 40

#### CURRENT

##### TIME AND PLACE OF GENERAL MEETINGS

40. Subject to the Act, general meetings must be held at the time and place in British Columbia that the Directors specify.

#### NEW

##### TIME AND PLACE OF GENERAL MEETINGS

40. Subject to the Act, general meetings must be held at the time and place, *whether in person or by Electronic Communication or a hybrid thereof*, in British Columbia, that the directors specify.

### PART 10, RULE 56

#### CURRENT

##### MEETINGS BY CONFERENCE TELEPHONE

56. Members are not entitled to participate in general meetings and vote by telephone or another communications medium.

#### NEW

##### MEETINGS BY OTHER COMMUNICATIONS TECHNOLOGY OR HYBRID MEETINGS

56. *Annual General Meetings of the Association, under Rule 36, may be conducted in person, using Electronic Communications, or a hybrid thereof. All members in attendance, either in person or via Electronic Communication, are considered present, for the purpose of rules 36-55 of Part 10.*

### PART 11, RULE 58

#### CURRENT

##### DECISIONS BY SHOW OF HANDS OR SECRET BALLOT

58. Every motion put to a vote at a general meeting shall be decided on a show of hands unless:
1. The Association is required to conduct the vote by secret ballot because the Association is holding 2 or more general meetings as permitted in rule 41; or

2. Before or promptly on the declaration of the result of the vote by a show of hands, a secret ballot is directed by the chair or demanded by at least one who is present and entitled to vote.

## **NEW**

### *DECISIONS BY SHOW OF HANDS OR SECRET BALLOT*

58. Every motion put to a vote at a general meeting shall be decided on a show of hands *including a virtual show of hands through electronic communication* unless:

1. The Association is required to conduct the vote by secret ballot because the Association is holding 2 or more general meetings as permitted in rule 41; or
2. Before or promptly on the declaration of the result of the vote by a show of hands, a secret ballot is directed by the chair or demanded by at least one who is present and entitled to vote.
3. *The Association will provide a means for both in-person attendees and virtual attendees to participate in a secret ballot via electronic communication.*

## **PART 12, RULE 69**

### **CURRENT**

#### REPRESENTATIVE OF ELIGIBLE ORGANIZATION

69. 1) If an eligible organization provides evidence pursuant to 72 that it has appointed an individual to represent it at a general meeting,
- d. The representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization at that eligible organization could exercise if it were an individual member of the Association present at the meeting, and
  - e. The representative, if present at the meeting, is to be counted for the purpose of forming a quorum.
- 2) The evidence of appointment of a representative of an eligible organization may be provided to the Association by written instrument, telegram, telex, facsimile transmission, or other method of electronic transmission.

### **NEW**

#### REPRESENTATIVE OF ELIGIBLE ORGANIZATION

69. 1) If an eligible organization provides evidence pursuant to 72 that it has appointed an individual to represent it at a general meeting,

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- a. The representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization at that eligible organization could exercise if it were an individual member of the Association present at the meeting, and
  - b. The representative, if present at the meeting, is to be counted for the purpose of forming a quorum.
- 2) The evidence of appointment of a representative of an eligible organization may be provided to the Association by written instrument or other method of *electronic communication*.

## **PART 12, RULE 71**

### **CURRENT**

#### REQUIREMENTS FOR APPOINTMENTS OF REPRESENTATIVES

71. An instrument appointing a representative of a member that is an eligible organization.
- a. Must be in writing,

### **NEW**

#### REQUIREMENTS FOR APPOINTMENTS OF REPRESENTATIVES

71. An instrument appointing a representative of a member that is an eligible organization.
- a. Must be in writing *or through electronic communications*,

## **PART 15, RULE 94**

### **CURRENT**

#### NOTICE OF MEETING

94. 1) subject to rules 95,96,97,98, and 99, at least 7 days' notice of a meeting of the directors, specifying the place, date and hour of the meeting, must be given to each director and is sufficiently given if provided by:
- a. Personal delivery,
  - b. Mail addressed to the director's address as it appears in the register of directors,
  - c. Leaving it at the director's usual business or residential address,
  - d. Telegram, telex, facsimile transmission, or other method of electronic transmission,
  - e. Telephone to the directors, telephone as provided by the director.
- 2) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at, the meeting if the meeting is called to deal with an emergency.
- 3) A notice mailed under sub rule 1) b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 4) A notice given in accordance with sub rule 1) c) is deemed received when it is delivered.

- 5) A notice given under sub rule 1) d) is deemed received at the time the telegram, telex, facsimile transmission, or other method of electronic transmission is sent.

## **NEW**

### NOTICE OF MEETING

94. 1) subject to rules 95,96,97,98, and 99, at least 7 days' notice of a meeting of the directors, specifying the place (*in person, online or a hybrid of both*), date and hour of the meeting, must be given to each director and is sufficiently given if provided by:
  - a. Personal delivery,
  - b. Mail addressed to the director's address as it appears in the register of directors,
  - c. Leaving it at the director's usual business or residential address,
  - d. *Via email to the email address provided by the director or through another means of electronic communication,*
  - e. Telephone to the directors, telephone as provided by the director.
- 2) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at, the meeting if the meeting is called to deal with an emergency.
- 3) A notice mailed under sub rule 1) b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 4) A notice given in accordance with sub rule 1) c) is deemed received when it is delivered.
- 5) A notice given under sub rule 1) d) is deemed received at the time the *email, or other method of electronic communication* is sent.

## **PART 15, RULES 105-108**

### **CURRENT**

#### TRANSACTION OF BUSINESS WITHOUT A MEETING

105. A resolution of the directors may be passed without a meeting if each of the directors entitled to vote on the resolution consents to the resolution in writing.

#### EFFECTIVE DATE OF WRITTEN RESOLUTION

106. A resolution referred to in rule 105 is effective from the date specified in the consents in writing to the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

#### HOW WRITTEN CONSENT MAY BE GIVEN

107. For the purposes of a resolution referred to in rule 105, written consent may be provided by telegram, telex, facsimile transmission, or other method of electronic transmission.

## MEETINGS BY CONFERENCE TELEPHONE

108. A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium if all directors participating in the meeting, whether by telephone, other communications medium or in person, can communicate with each other.

**NEW**

## TRANSACTION OF BUSINESS WITHOUT A MEETING

105. A resolution of the directors may be passed without a meeting if each of the directors entitled to vote on the resolution consents to the resolution in writing or by electronic communication.

## EFFECTIVE DATE OF WRITTEN RESOLUTION

106. A resolution referred to in rule 105 is effective from the date specified in the consents in writing *or by electronic communication* to the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

## HOW WRITTEN CONSENT MAY BE GIVEN

107. For the purposes of a resolution referred to in rule 105, written consent may be provided by *email or other means of electronic communication*.

MEETINGS BY *ELECTRONIC COMMUNICATION*

108. A director may participate in a meeting of the directors or of any committee of the directors by means of *a meeting held using electronic communication or a hybrid of in-person and electronic communication if all directors participating in the meeting can communicate with each other*.

**PART 22, RULES 141(d), 142(3), & 143(c) & 146****CURRENT**

## NOTICE TO DIRECTORS, MEMBERS, AND OTHER PERSONS

141. d. Sent to the person by facsimile transmission to a telephone number provided for that purpose, or

## NOTICE OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS

142. 3) Notice of a general meeting must be given to the Association's auditor by post, service, or delivery.

## NOTICE TO ASSOCIATION

143. Unless otherwise specified in the act or these rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is
- a. Delivered to the registered office of the Association,
  - b. Mailed to the registered office of the Association by prepaid mail,
  - c. Served in accordance with rule 150.

## UNDELIVERED NOTICES

146. If a mailed notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.

**NEW**

## NOTICE TO DIRECTORS, MEMBERS, AND OTHER PERSONS

141. d. Sent to the person by *electronic communication* to an address provided for that purpose, or

## Notice of general meetings and special resolutions

142. 3). Notice of a general meeting must be given to the Association's auditor by *written notice or electronic communication*.

## NOTICE TO ASSOCIATION

144. Unless otherwise specified in the act or these rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is
- a. Delivered to the registered office of the Association,
  - b. Mailed to the registered office of the Association by prepaid mail,
  - c. *By electronic communication, which has been acknowledged by the Association; or*
  - d. Served in accordance with rule 150.

## UNDELIVERED NOTICES

146. If a mailed or *electronic communication* notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.



## Resolution-3

**Be it resolved that the eligibility to be a director of the Fort St. John Co-operative Association under Part 13 Rule 77(4) be amended to allow for the exclusion on eligibility on the expanded basis on relationship to employee.**

PURPOSE: to strengthen the language around to exclude from director eligibility the relationship to an employee of the Co-op by a broader definition of son or daughter.

### **PART 13, RULE 77 (f)(iii)**

#### **CURRENT**

##### DIRECTOR ELIGIBILITY

- 4) No individual is entitled to become or act as a director of the Association if:
- a. The individual is under the age of 18 years.
  - b. The individual is found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs.
  - c. The individual is an undischarged bankrupt.
  - d. The individual is convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred.
  - e. The individual is an employee of the Association.
  - f. The individual is related to an employee of the Association in any of the following ways:
    - i. Spouse.
    - ii. Person living with the employee in an arrangement equivalent to spouse.

#### **NEW**

##### DIRECTOR ELIGIBILITY

- 4) No individual is entitled to become or act as a director of the Association if:
- a. The individual is under the age of 18 years.
  - b. The individual is found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs.
  - c. The individual is an undischarged bankrupt.
  - d. The individual is convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred.
  - e. The individual is an employee of the Association.
  - f. The individual is related to an employee of the Association in any of the following ways:
    - i. Spouse.
    - ii. Person living with the employee in an arrangement equivalent to spouse.
    - iii. *Children, stepchildren, children's or stepchildren's spouse.*

## Resolution-4

**Be it resolved that the election and nomination of directors be amended to reflect that the election of directors at an Annual General Meeting (AGM) also include directors who have resigned or have been removed AND that nominations for directors be submitted a minimum of 30 days prior to the AGM.**

PURPOSE: to other instances where the election of a director may need to take place AND to extend the deadline for nominations.

### **PART 14, RULES 79 & 80**

#### **CURRENT**

##### ELECTION AT ANNUAL GENERAL MEETING

79. An election of directors must be held at each annual general meeting to replace those directors whose terms of office have expired or will expire at the end of the meeting in accordance with rule 86

##### NOMINATION OF CANDIDATES

80. A member wanting to become a director must ensure that his/her nomination is submitted to the Co-operatives administration office a minimum of 14 days prior to the annual general meeting at which a director is to be elected.

#### **NEW**

##### ELECTION AT ANNUAL GENERAL MEETING

79. An election of directors must be held at each annual general meeting to replace those directors whose terms of office have expired *or become vacant* or will expire at the end of the meeting in accordance with rule 86.

##### NOMINATION OF CANDIDATES

80. A member wanting to become a director must ensure that his/her nomination is submitted to the Co-operatives administration office a minimum of **30** days prior to the annual general meeting at which a director is to be elected.

## Resolution-5

**Be it resolved that the Notices section of the Bylaws (Part 22) be amended to update the language around electronic communication to members and to amend the notification period from 14 to 30 days.**

PURPOSE: to align the language around the use of electronic communication and to extend the notice period to 30 days.

### **PART 22, RULES 142 (1) & 144**

#### **CURRENT**

##### NOTICE OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS

142. 1) Notice of the time place of every general meeting of the Association must be given to the members by:
- a. Advertising on 2 separate occasions, at least 5 days apart, including the day of publication, in one or more newspapers circulating in the area or areas in which the Association carries on business so that the day of publication of the last advertisement is at least 14 days before the meeting date; and
  - b. Posting the notice in places that, in the directors' opinion, are prominent and accessible to the members.

##### DEEMED RECEIPT

144. 1) A notice given in accordance with rules 141 b) or 143 a) is deemed received when it is delivered.
- 2) A notice given in accordance with rules 141 c) or 143 b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 3) A notice given in accordance with rules 141 d) is deemed to be received at the time the notice is sent by facsimile.
- 4) A notice given in accordance with rule 142 1) is deemed received on the day of the newspaper's publication of the last advertisement

#### **NEW**

##### NOTICE OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS

142. 1) Notice of the time place of every general meeting of the Association must be given to the members by:
- a. Advertising on 2 separate occasions, at least 5 days apart, including the day of publication, in one or more forms of public media in the area or areas in which the Association carries on business so that the day of publication of the last advertisement is at least 30 days before the meeting date; and
  - b. Posting the notice in places that, in the directors' opinion, are prominent and accessible to the members.

**DEEMED RECEIPT**

144. 1) A notice given in accordance with rules 141 b) or 143 a) is deemed received when it is delivered.
- 2) A notice given in accordance with rules 141 c) or 143 b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 3) A notice given in accordance with rules 141 d) is deemed to be received at the time the notice is sent by *electronic communication*.
- 4) A notice given in accordance with rule 142 1) is deemed received on the day of the newspaper's publication of the last advertisement.