



South Country Co-op

Proposed Resolution for Bylaw Change

R1 – Bylaw 2.02 - Application for Membership

Background: To encourage additional members join South Country Co-op and streamline the application process, the Board of Directors and management have recommended the implementation of an electronic application on the website. Paper applications will still be available at the retail sites and the corporate office.

Existing Bylaw:

- 2.02 A person who wishes to become a member must submit to the Cooperative:
- (a) a written application for membership in the form provided by the Cooperative for that purpose; and
 - (b) payment for the minimum number of membership shares required under 2.04 for membership in the Cooperative.

Proposed Change:

- 2.02 A person who wishes to become a member must submit to the Cooperative:
- (a) an **written** application for membership in the form provided by the Cooperative for that purpose; and
 - (b) payment for the minimum number of membership shares required under 2.04 for membership in the Cooperative.

Resolved:

Effective March 25, 2019, to facilitate electronic membership applications, Bylaw 2.02 (a) be amended to read:

- (a) an application for membership in the form provided by the Cooperative for that purpose; and*



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R2 – Allow Electronic Voting for Directors

Background: To encourage more member engagement in the Director election process, the Board of Directors is recommending changes to the bylaws to enable the addition of electronic voting to the Director election process. Having such a geographically dispersed membership limits the number of members able to attend the AGM. By augmenting the election process to include electronic voting, additional members are able to participate in the democratic process of electing Directors. The proposed changes to the bylaws will enable the Board of Directors and management to implement electronic voting in the future.

Existing Bylaws:

4.10 Electronic Attendance

Members are not entitled to participate in a meeting of members by means of telephonic, electronic or other communication facility unless determined appropriate by the Board.

Proposed Changes:

4.10 Electronic Attendance

Subject to section 7.05, members are not entitled to participate in a meeting of members by means of telephonic, electronic or other communication facility unless determined appropriate by the Board.

7.05 Voting Procedure

(Additional sub-section added)

(j) Subject to the Act and the consent of the board, any member entitled to vote at an annual meeting of members may vote for the election of directors by electronic facility made available by the Cooperative for such purpose.

Resolved:

Effective March 25, 2019, to facilitate electronic director elections, Bylaw 4.10 be amended to read:

4.10 Electronic Attendance

Subject to section 7.05, members are not entitled to participate in a meeting of members by means of telephonic, electronic or other communication facility unless determined appropriate by the Board.

And bylaw 7.05 Voting Procedure be amended to include sub-section (j):

(j) Subject to the Act and the consent of the board, any member entitled to vote at an annual meeting of members may vote for the election of directors by electronic facility made available by the Cooperative for such purpose.



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Proposed Resolution for Bylaw Change

R3 – Bylaw 5.05 – Financing Arrangements

Background: The proposed amendment is intended to simplify the bylaw.

Existing Bylaw:

5.05 Financing Arrangements

- (a) The financial business of the Cooperative including, but not limited to, borrowing money and giving security for it, shall be transacted with credit unions, credit union centrals, banks, trust companies or other bodies corporate or organizations that the board designates from time to time.

Proposed Change:

5.05 Financing Arrangements

- (a) The financial business of the Cooperative including, but not limited to, borrowing money and giving security for it, shall be transacted with ~~credit unions, credit union centrals, banks, trust companies or other bodies corporate or~~ organizations that the Board designates from time to time.

Resolved:

Effective March 25, 2019, Bylaw 5.05 (a) be amended to read:

- (a) *The financial business of the Cooperative including, but not limited to, borrowing money and giving security for it, shall be transacted with organizations that the Board designates from time to time.*



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R4 – Bylaw 7.04 – Nominating Procedure

Background: In the nominating procedure, the bylaw references a member in good standing. In the definitions, included in the bylaws, there is no definition of a “member in good standing”. The Board of Directors believes removing this ambiguity clarifies the bylaw.

Existing Bylaw:

7.04 Nominating Procedure

A candidate for a director must be nominated in writing in a form determined by the board from time to time. Nominations must be signed by five members in good standing and be received by the Cooperative, in a manner designated by the board, no later than 4:30 p.m. fifty (50) days prior to the annual meeting.

Proposed Change:

7.04 Nominating Procedure

A candidate for a director must be nominated in writing in a form determined by the board from time to time. Nominations must be signed by five members **in good standing** and be received by the Cooperative, in a manner designated by the board, no later than 4:30 p.m. fifty (50) days prior to the annual meeting.

Resolved:

Effective March 25, 2019, Bylaw 7.04 be amended to read:

7.04 Nominating Procedure

A candidate for a director must be nominated in writing in a form determined by the board from time to time. Nominations must be signed by five members and be received by the Cooperative, in a manner designated by the board, no later than 4:30 p.m. fifty (50) days prior to the annual meeting.



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R5 – Bylaw 9.08 – Dissent

Background: In an effort to clean up the bylaws and remove bylaws that are duplicated by legislation, the Board of Directors have determined bylaw 9.08 is not required. The provisions outlined in the bylaws are included in the Alberta Cooperative Act, section 90(1).

Existing Bylaw:

9.08 Dissent

- (a) A director who votes for or expressly consents to a resolution or action taken at a meeting of directors or of a committee is not entitled to dissent later.
- (b) A director who is present at a meeting of directors or a meeting of a committee is deemed to have consented to any resolution made or action taken at the meeting unless:
 - (i) the director requests that a dissent be entered in the minutes of the meeting or the dissent is so entered;
 - (ii) the director sends a written dissent to the secretary of the meeting before it is adjourned; or
 - (iii) immediately after the meeting is adjourned, the director sends a written dissent by confirmed delivery service, or delivers it personally, to the registered office of the Cooperative.
- (c) A director who was not present at a meeting of directors or a meeting of a committee is deemed to have consented to any resolution made or action taken at the meeting unless, within seven days after becoming aware of the resolution or action, the director:
 - (i) causes a dissent to be entered in the minutes of the meeting; or
 - (ii) sends a written dissent by confirmed delivery service, or delivers it personally, to the registered office of the Cooperative.

Resolved:

Effective March 25, 2019, Section 9.08 of the Bylaws are amended to delete such Section in its entirety