



South Country Co-op

Proposed Resolution for Bylaw Change

R1 – Bylaw 2.04 – Minimum Membership Share Requirement

Background: To be more specific on the dollar value of the required membership shares.

Existing Bylaw:

2.04 Minimum Membership Share Requirement

Each member must purchase, as a condition of membership, at least five (5) membership shares.

Proposed Change:

2.04 Minimum Membership Share Requirement

Each member must purchase, as a condition of membership, at least five (5) membership shares. **Each share shall be issued at a par value of \$1.00.**

Resolved:

Bylaw 2.04 be amended to read:

Each member must purchase, as a condition of membership, at least five (5) membership shares. Each share shall be issued at a par value of \$1.00.



South Country Co-op

Proposed Resolution for Bylaw Change

R2 – Bylaw 4.06 – Notice of Meetings

Background: To update relevant bylaws to permit virtual participation for meetings of members.

Existing Bylaws:

4.06 Notice of Meetings

(a) Notice of the date, time and place of each meeting of members, shall be given by:

Proposed Changes:

4.06 Notice of Meetings

(a) Notice of the date, time and place of each meeting of members, **including details of how to participate via telephone, electronic or other communication methods, if applicable,** shall be given by:

Resolved:

Bylaw 4.06 be amended to read:

(a) Notice of the date, time and place of each meeting of members, **including details of how to participate via telephone, electronic or other communication methods, if applicable,** shall be given by:



South Country Co-op

Proposed Resolution for Bylaw Change

R3 – Bylaw 4.10 – Electronic Attendance

Background: To update bylaws to provide for virtual participation for meetings of members.

Existing Bylaw:

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.

Proposed Change:

4.10 Electronic Attendance

The board may choose to hold any meeting of the members entirely by means of a telephone, electronic or other communication method that permits all participants to communicate adequately with each other during the meeting.

If the board chooses to make available a telephone, electronic or other communication method that permits all participants to communicate adequately with each other during a meeting of members, then any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication method.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication method that the board has made available for that purpose.

Resolved:

Bylaw 4.10 be amended to read:

The board may choose to hold any meeting of the members entirely by means of a telephone, electronic or other communication method that permits all participants to communicate adequately with each other during the meeting.

If the board chooses to make available a telephone, electronic or other communication method that permits all participants to communicate adequately with each other during a meeting of members, then any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication method.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication method that the board has made available for that purpose.



South Country Co-op

Proposed Resolution for Bylaw Change

R4 – Bylaw 5.02 – Corporate Seal

Background: To update this bylaw to reflect title changes of Board Executive and to permit any 2 of 3 Board Executive to use the corporate seal.

Existing Bylaw:

5.02 Corporate Seal

- (c) The corporate seal shall be used in the presence, and its use authenticated by the signatures, of the president and the secretary.

Proposed Change:

- (c) Unless the board determines otherwise by ordinary resolution, the corporate seal shall be used in the presence, and its use authenticated by the signatures, of any two of the, **Chair of the Board, Vice Chair of the Board and the Secretary of the Board.**

Resolved:

Bylaw 5.02 (c) be amended to read:

5.02 Corporate Seal

Unless the board determines otherwise by ordinary resolution, the corporate seal shall be used in the presence, and its use authenticated by the signatures, of any two of the, Chair of the Board, Vice Chair of the Board and the Secretary of the Board.



South Country Co-op

Proposed Resolution for Bylaw Change

R5 – Bylaw 5.07 – Member Lists

Background: To clarify conditions for requests for providing member lists, and to provide for a member to opt out of inclusion on a member list.

Existing Bylaw:

5.07 Member Lists

- (a) Members and their legal representatives, in accordance with this section, may request in writing that the Cooperative provide them with a list of the names of the members.
- (b) A request for the list under (a) must be accompanied by:
 - (i) a reasonable fee, if any, set by the directors;
 - (ii) the name and address of the person making the request;
 - (iii) the specific reason(s) for the request; and
 - (iv) an undertaking that the list of members will not be used except in connection with a matter specifically relating to the affairs of the Cooperative, as set out in detail in the request and as approved by the directors.
- (c) Any misuse of a list provided under (b) may be subject to financial penalty at the discretion of the board.

Proposed Change:

- (a) Members and their legal representatives, in accordance with this section **and the Act**, may request in writing that the Cooperative provide them with a list of the names of the members.
- (b) A request for the list under (a) must be accompanied by:

- (i) a reasonable fee, if any, set by the directors;
 - (ii) the name and address of the person making the request;
 - (iii) the specific reason(s) for the request, **which must be a reason prescribed by the Act;** and
 - (iv) an undertaking that the list of members **obtained** will not be used except in connection with a matter specifically relating to the affairs of the Cooperative, as set out in detail in the request and as approved by the directors.
- (c) Any misuse of a list provided under (b) may be subject to financial penalty, at the discretion of the board.
- (d) A member may advise the Cooperative in writing that that person's name is not to be included in a list referred to in this section, in which case the Cooperative must delete that name from the list and must mention on the list that the list is incomplete.**

Resolved:

Bylaw 5.07 be amended to read:

- (a) Members and their legal representatives, in accordance with this section and the Act, may request in writing that the Cooperative provide them with a list of the names of the members.
- (b) A request for the list under (a) must be accompanied by:
 - (i) a reasonable fee, if any, set by the directors;
 - (ii) the name and address of the person making the request;
 - (iii) the specific reason(s) for the request, which must be a reason prescribed by the Act; and
 - (v) an undertaking that the list of members obtained will not be used except in connection with a matter specifically relating to the affairs of the Cooperative, as set out in detail in the request and as approved by the directors.

- (c) Any misuse of a list provided under (b) may be subject to financial penalty, at the discretion of the board.
- (d) A member may advise the Cooperative in writing that that person's name is not to be included in a list referred to in this section, in which case the Cooperative must delete that name from the list and must mention on the list that the list is incomplete.



South Country Co-op

Proposed Resolution for Bylaw Change

R6 – Bylaw 7.02 – Qualifications

Background: Update the bylaw to reflect changes to various Acts mentioned in the bylaw.

Existing Bylaw:

7.02 Qualifications

- (a) No person shall become or continue as a director if that person:
 - (i) is not an individual;
 - (ii) is under 18 years of age;
 - (iii) is an individual who:
 - A. is a dependent adult as defined in the *Dependent Adults Act*, or is the subject of a certificate of incapacity under that act;
 - B. is a formal patient as defined in the *Mental Health Act*.
 - C. is the subject of an order under the *Mentally Incapacitated Persons Act* (RSA 1970 c232) appointing a committee of the individual's person or estate or both;
 - D. has been found to be a person of unsound mind by a court elsewhere than in Alberta; or
 - E. has been found guilty of an offence under the *Criminal Code* of Canada or similar legislation in other jurisdictions, for which a pardon has not been granted.

Proposed Change:

- (a) No person shall become or continue as a director if that person:

- (i) is not an individual;
- (ii) is under 18 years of age;
- (iii) is an individual who:
 - A. is a dependent adult as defined in the *Adult Guardianship and Trusteeship Act*, as may be amended, replaced or supplemented from time to time, or is the subject of a certificate of incapacity under that act;
 - B. is a formal patient as defined in the *Mental Health Act*, as may be amended, replaced or supplemented from time to time;
 - C. ~~is the subject of an order under the *Mentally Incapacitated Persons Act* (RSA 1970 c232) appointing a committee of the individual's person or estate or both;~~ has been found to be a person of unsound mind by a court elsewhere than in Alberta; or
 - D. has been found guilty of an offence under the *Criminal Code* of Canada or similar legislation in other jurisdictions, for which a pardon has not been granted.

Resolved:

Bylaw 7.02 be amended to read:

7.02 Qualifications

- (a) No person shall become or continue as a director if that person:
 - (i) is not an individual;
 - (ii) is under 18 years of age;
 - (iii) is an individual who:
 - A. is a dependent adult as defined in the *Adult Guardianship and Trusteeship Act*, as may be amended, replaced or supplemented from time to time, or is the subject of a certificate of incapacity under that act;
 - B. is a formal patient as defined in the *Mental Health Act*, as may be amended, replaced or supplemented from time to time;
 - C. has been found to be a person of unsound mind by a court elsewhere than in Alberta; or

- D. has been found guilty of an offence under the *Criminal Code* of Canada or similar legislation in other jurisdictions, for which a pardon has not been granted.



South Country Co-op

Proposed Resolution for Bylaw Change

R7 – Bylaw 7.06 – Scrutineers

Background: To clarify duties of scrutineers for paper or electronic voting.

Existing Bylaw:

7.06 Scrutineers

- (a) The board will appoint three or more scrutineers, who are not nominees for the position of director, to ascertain the results of director elections.
- (b) The scrutineers will declare the results of director elections.

Proposed Change:

7.06 Scrutineers

- (a) The board will appoint three or more scrutineers, who are not nominees for the position of director, to ascertain the results of director elections.
- (b) For votes that are carried out using a paper format, the scrutineers shall examine the ballots and count the number of votes cast for each candidate and record the number of votes cast.
- (c) For votes that are carried out in an electronic format, the scrutineers shall receive and review the results of the votes cast and record the results.
- (d) The scrutineers will declare the results of director elections and will share this information with the chair of the nomination committee and the Cooperative's external auditors.

Resolved:

Bylaw 7.06 to be amended to read:

7.06 Scrutineers

- (a) The board will appoint three or more scrutineers, who are not nominees for the position of director, to ascertain the results of director elections.
- (b) For votes that are carried out using a paper format, the scrutineers shall examine the ballots and count the number of votes cast for each candidate and record the number of votes cast.
- (c) For votes that are carried out in an electronic format, the scrutineers shall receive and review the results of the votes cast and record the results.
- (d) The scrutineers will declare the results of director elections and will share this information with the chair of the nomination committee and the Cooperative's external auditors.



South Country Co-op

Proposed Resolution for Bylaw Change

R8 – Bylaw 7.07 – Term of Office

Background: To introduce term limits for Directors.

Existing Bylaw:

7.07 Term of Office

(d.) *(no term limit specified)*

Proposed Change:

7.07 Term of Office

(d.) A director may serve a maximum of four (4) consecutive terms of three (3) years each.

Resolved:

Bylaw 7.07 to be amended to read:

7.07 Term of Office

(d.) A director may serve a maximum of four (4) consecutive terms of three (3) years each.



South Country Co-op

Proposed Resolution for Bylaw Change

R9 – Bylaw 7.08 – Re-election of Retiring Directors

Background: If term limits are approved, this bylaw clarifies when a retired director is eligible for re-election.

Existing Bylaw:

7.08 Re-election of Retiring Directors

Retiring directors, if qualified, are eligible for re-election.

Proposed Change:

7.08 Re-election of Retiring Directors

~~Retiring directors~~ A director who has been retired from the board for at least one (1) year is, if qualified, ~~are~~ eligible for re-election.

Resolved:

Bylaw 7.08 to be amended to read:

7.08 Re-election of Retiring Directors

A director who has been retired from the board for at least one (1) year is, if qualified, eligible for re-election.



South Country Co-op

Proposed Resolution for Bylaw Change

R10 – Bylaw 7.10 – Ceasing to Hold Office

Background: To hold Directors more accountable for attendance of scheduled meetings.

Existing Bylaw:

7.10 Ceasing to Hold Office

A director ceases to hold office when that director:

- e. fails to attend three consecutive meetings of the board of which he or she has been properly notified, without reasonable circumstances, as determined by the board.

Proposed Change:

7.10 Ceasing to Hold Office

- e. fails to attend **two meetings** annually of the board **or committee**, of which the director has been properly notified, without **a** reasonable ~~circumstances—explanation~~, as determined by the board.

Resolved:

Bylaw 7.10 to be amended to read:

- e. fails to attend two meetings annually of the board or committee, of which the director has been properly notified, without a reasonable explanation, as determined by the board.



South Country Co-op

Proposed Resolution for Bylaw Change

R11– Bylaw 7.16 – Notice of Meetings

Background: To reduce the time required to call an emergency special board meeting.

Existing Bylaw:

7.16 Notice of Meetings

- (b.) In case of an emergency, the board chair or the vice-chair is entitled to call a special board meeting by giving each director at least 48 hours notice by transmitted, electronic, or recorded communication.

Proposed Change:

7.16 Notice of Meetings

- (b.) In case of an emergency, the board chair or the vice-chair is entitled to call a special board meeting by giving each director at least ~~48~~24 hours notice by transmitted, electronic, or recorded communication.

Resolved:

Bylaw 7.16 to be amended to read:

- (b.) In case of an emergency, the board chair or the vice-chair is entitled to call a special board meeting by giving each director at least 24 hours notice by transmitted, electronic, or recorded communication.



South Country Co-op

Proposed Resolution for Bylaw Changes

R12 – Definitions and minor Bylaw updates

Background: To add definitions and clean up some wording/spelling throughout the Bylaws.

Existing Bylaw:

1. Adding missing definitions to the definitions section (Bylaw 1.01),
2. Updating the definition of “officer” to reflect Board title changes (Bylaw 1.01),
 - “officer” includes the **president, a vice-president**, the secretary, an assistant secretary, the treasurer, an assistant treasurer, and the **general manager** of the Cooperative and any other individual designated as an officer of the Cooperative by bylaw or by resolution of the directors, or any other individual who performs functions for the Cooperative similar to those normally performed by an individual occupying any such office;
3. Bylaw 2.12 (a)

Membership shares may be transferred only in accordance with the articles and using the form approved by the directors.
4. Bylaw 7.13 (c)

Where there is an equality of votes on an ordinary resolution at a meeting of the directors, the motion is lost; neither the chair of the meeting nor ~~the~~ **president-** of the board is entitled to a second or casting vote.

Proposed Change:

1. Adding the following definitions to the definitions section (Bylaw 1.01),
 - “Shares” – are units of equity ownership in a corporation.
 - “Equity” – refers to the value of ownership in something.
 - “Committee” – a body or persons delegated to consider, investigate, take action on, or report on some matter.
2. “officer” includes the **chair of the board, a vice-chair of the board**, the secretary, an

assistant secretary, the treasurer, an assistant treasurer, and the **Chief Executive Officer (CEO)** of the Cooperative and any other individual designated as an officer of the Cooperative by bylaw or by resolution of the directors, or any other individual who performs functions for the Cooperative similar to those normally performed by an individual occupying any such office;

3. Bylaw 2.12 (a)

Membership shares may be transferred only in accordance with the articles and **bylaws and** using the form approved by the directors.

4. Bylaw 7.13 (c)

Where there is an equality of votes on an ordinary resolution at a meeting of the directors, the motion is lost; neither the chair of the meeting nor the **chair** of the board is entitled to a second or casting vote.

Resolved:

Bylaw 1.01 be amended to add the following definitions:

- “Shares” – are units of equity ownership in a corporation.
- “Equity” – refers to the value of ownership in something.
- “Committee” – a body or persons delegated to consider, investigate, take action on, or report on some matter.

Bylaw 1.01 be amended for the definition of “officer”:

- “officer” includes the chair of the board, a vice-chair of the board, the secretary, an assistant secretary, the treasurer, an assistant treasurer, and the Chief Executive Officer (CEO) of the Cooperative and any other individual designated as an officer of the Cooperative by bylaw or by resolution of the directors, or any other individual who performs functions for the Cooperative similar to those normally performed by an individual occupying any such office;

Bylaw 2.12 be amended to read:

- (a) Membership shares may be transferred only in accordance with the articles and bylaws and using the form approved by the directors.

Bylaw 7.13 be amended to read:

- (c) Where there is an equality of votes on an ordinary resolution at a meeting of the directors, the motion is lost; neither the chair of the meeting nor the chair of the board is entitled to a second or casting vote.