

BISHOP'S UNIVERSITY CO-OPERATIVE
BY-LAWS

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INTERNAL GOVERNANCE BY-LAW

BY-LAW #1

CHAPTER 1-1.00 GENERAL PROVISIONS

1-1.01 USE OF GENDER

In the original French text of these by-laws and any other document produced by the co-operative, the masculine pronoun may be used as a means of maintaining brevity, without the intention to discriminate. Its plural can be understood to include the singular feminine and masculine. This usage does not constitute a motive for objection to any of the co-operative's by-laws or policies.

1-1.02 DEFINITIONS

In these by-laws and any other document produced by the co-operative, unless the context indicates a different meaning, the following words and expressions are used to mean:

1- GENERAL ASSEMBLY:

The members of the co-operative in attendance at an annual assembly or a special assembly.

2- COMMITTEE:

The executive committee of the co-operative.

3- BOARD:

The board of directors of the co-operative.

4- CO-OP or CO-OPERATIVE:

Coopérative de l'Université Bishop's / Bishop's University Co-operative

5- OFFICERS:

The president, the vice-president, the secretary and the general director of the co-operative.

6- LEARNING ESTABLISHMENT:

Bishop's University

7- FEDERATION:

The *Fédération québécoise des coopératives en milieu scolaire*.

8- LAW:

The Co-operatives Act, CQLR, chapter C-67.2 and its modifications.

9- MEMBERS:

Any person or business admitted as a member of the co-operative in accordance with the law and by-laws of the co-operatives, as a:

- STUDENT MEMBER:

Any person registered as a student by the learning establishment;

- STAFF MEMBER:

Any employee whose work is remunerated by the learning establishment;

- LEARNING ESTABLISHMENT MEMBER:

The representative of the learning establishment, determined by the executive committee or the board of directors.

9.1 AUXILIARY MEMBER:

Any person or organization admitted as an auxiliary member of the co-operative in accordance with the law and the by-laws of the co-operative.

9.2 NON-MEMBER

Any person or organization not admitted as a member of the co-operative in accordance with the law and the by-laws of the co-operative.

10- BY-LAW:

Any by-law adopted by the general assembly of the co-operative.

1-1.03 POWERS OF THE CO-OPERATIVE

The co-operative may exercise all powers which are afforded to it by the law and the by-laws.

CHAPTER 1-2.00 CAPITAL STOCK

1-2.01 COMPOSITION

Capital stock is composed of common shares purchased by members and auxiliary members as well as subscribed and purchased preferred shares. Capital stock is variable.

1-2.02 COMMON SHARES

A common share in the co-operative is ten dollars (\$10.00). It is payable in cash and cannot be ceded, transferred or divided. The co-operative only recognizes one holder for each common share.

1-2.03 QUALIFYING SHARES

Each member must subscribe and pay for a minimum of one (1) common share, payable at the moment of their application for membership, using the designated form.

1-2.04 PROOF OF HOLDING AND CERTIFICATES

A member's purchase of common shares is declared on the register as required by law. In addition, a certificate is provided in the form of a member card or by a registration to an online portal.

A replacement membership card or online member registration can be provided or created if the original is lost or destroyed. Any replacement card or online registration requires a piece of identification showing the name and address of the member. Administrative fees may be required for replacement cards or online registrations.

1-2.05 REIMBURSEMENT

Subject to restrictions provided by the law, the co-operative may reimburse its members the value of their common shares.

Reimbursements are carried out in chronological order following receipt of the reimbursement request and its approval by an officer of the co-operative.

1-2.06 PREFERRED SHARES

The board may issue preferred shares in accordance with the provisions of the law. The board determines the amount, preferences and rights and restrictions of the shares as well as the conditions of their redemption, repayment or transfer.

CHAPTER 1-3.00 FINANCIAL CONTRIBUTION

1-3.01 FINANCIAL CONTRIBUTION

At the time of their registration, a member must pay, in cash, a contribution intended to defray a portion of the co-operative's operating costs. The total amount of this contribution is determined on an annual basis by the board of directors prior to the end of the fiscal year.

CHAPTER 1-4.00 MEMBERS

1-4.01 CONDITIONS OF ADMISSIBILITY

To become a member of the co-operative, one must:

- a) Be a student or employee of the learning establishment, or be a learning establishment where the co-operative offers its services, or where the above-referenced student or employees study or work;
- b) Be able to use the services of the co-operative;
- c) Have submitted a signed request for admission containing the text that the board has determined;
- d) Have subscribed to and purchased a qualifying common share as required by the present by-law;
- e) Have paid the financial contribution as required by the present by-law;

- f) Commit to respecting the co-operative's by-laws and policies;
- g) Have one's candidacy approved by the board of directors or by a duly appointed person.

Note that a minor may become a member of the co-operative. However, any minor over the age of fourteen (14) is considered to be an adult.

1-4.02 LOSS OF MEMBER STATUS

Member status can be lost through the loss of student or employee status, death, resignation, expulsion or confiscation of common shares. Member status may also be suspended for a maximum of 6 months.

1-4.03 RESIGNATION

- a) Any member may resign by giving written notice to the board of directors;

Any member who has ceased to do business with the co-operative or participate in its activities for at least three years without having given notice, is considered to have resigned from the co-operative;

Any member who has resigned or is considered to have resigned, and who does not request the reimbursement of their qualifying shares in the year following their resignation, is considered to have donated those shares to the co-operative;

A resigning member loses their rights as a member at the date of their resignation.

1-4.04 SUSPENSION, EXPULSION AND CONFISCATION OF SHARES

The board may suspend or expel a member for the reasons and according to the procedures contained within the law and/or the operational by-laws. The decision is made by two-thirds vote of the directors in attendance.

The board, however, may not suspend or expel a director without first revoking their director status in accordance with the law. In the case of a member who has been expelled or suspended, or a member having had their shares confiscated, member rights are lost following the issuance of a written notice giving the reason for the decision and specifying the effective date.

1-4.05 AUXILIARY MEMBERS

The board or its representatives may admit auxiliary members in accordance with the by-law on auxiliary members.

1-4.06 RIGHTS OF AUXILIARY MEMBERS

Rights, responsibilities and privileges are defined in the by-law on auxiliary members.

CHAPTER 1-5.00 GENERAL ASSEMBLY

1-5.01 COMPOSITION

The members of the co-operative in attendance at an annual assembly or special assembly comprise the general assembly and form quorum.

1-5.02 ANNUAL ASSEMBLY

The annual assembly is held within the six months following the end of the fiscal year. The board has the authority to determine its date, hour and location and to assemble a proposed agenda.

The proposed agenda must contain, at a minimum, the following items:

- Adoption of the proposed agenda;
- Adoption of the minutes of the previous annual assembly;
- Study of the activities report;
- Study of the annual report and auditor's report;
- Distribution of surplus earnings (if such is the case);
- Nomination of the auditor;
- Election of the directors;
- Any other decision required by the assembly;
- A question period for any subject delegated to the assembly for deliberation or decision.

If the co-operative fails to call the annual assembly by the required date, the board of directors of the Federation may call the assembly. The co-operative must reimburse the Federation for the fees incurred in holding the assembly.

1-5.03 SPECIAL ASSEMBLY

In accordance with the law and the present by-law, a special assembly may be called by the authority of:

- The board, the president of the co-operative, or the board of the Federation. They may call a special assembly when deemed necessary;
- The board, per the request of five hundred (500) members if the co-operative has more than two thousand (2,000) members, or more than a quarter of the members if the co-operative has less than two thousand (2,000) members. The request must mention the discussion topics for which the special assembly is requested;
- A director, or two (2) members of the co-operative, or the board of directors of the Federation, when the number of director seats filled is not sufficient to meet board quorum, and therefore a special assembly is required to fill the vacancies.

In each of the cases previously listed, the secretary of the co-operative or, as needed, the president, must call the special assembly.

If the assembly is not held in twenty-one (21) days following the date of the request, be it issued from the Federation or by the members, the Federation or two (2) members having signed the request may call the assembly.

Only the topics mentioned in the notice of assembly may be discussed and decided on at the special assembly.

In the eventuality that the number of sitting directors is insufficient for quorum, and neither the secretary nor the president is able to call the assembly, those who are able may send the notice of assembly.

1-5.04 NOTICE OF ASSEMBLY

The notice of assembly for any general assembly must be issued:

- a) By the secretary, or, failing that, by the president, the vice-president or by any other person authorized by the law;
- b) At least five (5) days prior to the date on which the assembly is to be opened;
- c) By means of posted notice inside the co-operative. The co-operative may additionally use other means of communication, such as the internet, email,

etc., to ensure the notice of assembly is widely distributed;

- d) This notice must also be given to the Federation within the same time period. A representative from the Federation may attend the assembly and participate in discussions.

1-5.05 THE NOTICE OF A GENERAL ASSEMBLY MUST CONTAIN:

- The proposed agenda for the assembly;
- Any by-law or amendment of a by-law that may be debated or adopted.

1-5.06 POWERS AND RESPONSIBILITIES OF THE GENERAL ASSEMBLY

The general assembly may exercise all powers and accomplish all responsibilities which are accorded to it by the law and the present by-laws.

1-5.07 SCOPE OF DECISIONS

Decisions made by majority vote of the general assembly are obligatory for all, even for those absent from the assembly, those who oppose the decision, or others. These decisions cannot be cancelled or invalidated on the basis that some members did not receive the notice of assembly.

1-5.08 OBSERVERS

Third parties, invited by the board, the president, the general director or officers of the assembly, may attend the general assembly. The assembly decides whether these individuals have the right to participate, though they cannot have the right to vote.

1-5.09 SIMPLIFIED ASSEMBLY PROCEDURE

The simplified assembly procedure will be employed during general assemblies of the co-operative.

1-5.10 RIGHT TO VOTE

Only members have the right to vote at general assemblies. All members have the right to vote, regardless of the number of common shares they hold.

This vote may be cast via a representative in accordance with the provisions of the law.

Votes are taken by measure of raised hands, unless the assembly decides otherwise.

1-5.11 MAJORITY

Decisions are made by majority vote, unless the law permits otherwise. In the case of a stalemate, the president has the right to break the tie. However, in the case of the election of a director, it is the election chairperson who has the right to a tiebreaking vote, should they be a member, and should the stalemate persist even after a second vote.

CHAPTER 1-6.00 BOARD OF DIRECTORS

1-6.01 COMPOSITION

The board is composed of seven (7) directors, elected in accordance with the provisions of the law, with the present by-laws and with the By-law of Procedures for the Election of Directors. Its quorum is four (4) directors.

1-6.02 CODE OF ETHICS

Directors must conform to the code of ethics of the co-operative.

1-6.03 INELIGIBILITY

Members are ineligible for the role of director if they have yet to remit the sums due for their common shares, or any other amount required, or if they are employees of the co-operative.

1-6.04 DISTRIBUTION OF SEATS

The board of directors is composed of seven (7) directors. The directors are divided into four (4) categories:

- Student members: 2 seats
- Staff members: 2 seats
- Learning establishment member: 1 seat
- Non-members: 2 seats

1-6.05 SPECIFIC PROVISIONS

During the general assembly, each category votes for its representatives.

The candidacy of non-members is presented by recommendation by the board of directors to the assembly.

Should no candidates be presented for one of the categories, the seats may be filled during the general assembly by the co-operative members in attendance, regardless of their member category.

1-6.06 TERMS AND TERM ROTATION

The term of a director is two (2) years, except for non-member directors, whose term is one (1) year. Each seat is assigned a number in accordance with the following:

1. Student director;
2. Student director;
3. Staff member director;
4. Staff member director;
5. Learning establishment director;
6. Non-member director - Student's Representative Council;
7. Non-member director.

The term of directors with an uneven seat number comes to an end in years ending with an uneven number. The term of directors with an even seat number comes to an end in years ending with an even number. The seat numbers serve only to manage the rotation of directors.

Director elections are carried out by category, including those for vacant seats which were not filled by the board prior to the annual assembly. In this latter case, the term of the elected director may not exceed the unfinished term of the initially elected director.

The procedures and modes of election are determined in the *By-law on Election*

Procedures for Directors.

1-6.07 VACANCY

A director seat is declared vacant if:

- a) No candidate was elected to it during a general assembly;
- b) A director dies, resigns or loses member status in accordance with the law and the by-laws.

1-6.08 REVOCATION

A director's status can be revoked by the members who have the right to elect them during a special assembly to which only those members are called.

Revocations must be carried out in accordance with the law. If more than one director is at risk for revocation, a separate proposal must be made for each director.

1-6.09 RESIGNATION

A director may resign from their role by issuing a written notice to the board of directors of the co-operative.

The resignation of a director from the co-operative also results in the director's resignation from the board.

1-6.10 REPLACEMENT OF DIRECTORS IN CASES OF VACANCY

In cases of vacancy of one or multiple seats, the board may fill the vacancies. The directors nominated to fill vacant seats remain in those seats until the expiration of the original term, or in accordance with the term assigned to those seats by the general assembly. A director appointed to a vacant seat must belong to the same member category as the previous occupant of the seat. Should the board be unable to fill a vacant board seat, any general assembly may appoint a director, or multiple directors in the case of multiple vacancies.

1-6.11 POWERS OF THE BOARD

The board may exercise all powers necessary for the administration of the co-operative, adopt any resolution or carry out any act that the co-operative itself could be said to exercise, adopt or carry out, excluding those which are the

express right of the general assembly as stated in the law, or in the constitution or by-laws of the co-operative. Without restriction to the preceding powers, and aside from the powers which are conferred to it by the law, the board may, notably and among other powers:

- a) Adopt or modify any useful policy relating to the administration or the business activities of the co-operative;
- b) Carry out any useful political act in accordance with the objectives of the co-operative and the requirements of cooperation among co-operatives;
- c) Design and conclude, with any organization or person, agreements which could facilitate the attainment of the co-operative's objectives;
- d) Nominate, recall or replace the officers of the co-operative and the members of the executive committee, as well as the members of any committee;
- e) Acquire any good, movable or immovable, tangible or intangible;

Any decision to sell, rent or exchange the entirety or quasi-entirety of the co-operative's property, outside of the normal course of its affairs, must be authorized by a by-law adopted with a three-quarter (3/4) vote of members present at a general assembly.

1-6.12 OBLIGATIONS OF THE BOARD

Aside from the obligations imposed upon the board by the law and by the by-laws, the board must, notably and among other obligations:

- a) Plan the pursuit of the social and economic objectives of the co-operative in the interest of its members, adapting those objectives to the requirements of cooperation among co-operatives;
- b) Carry out effective supervision over the management of the co-operative;
- c) Request periodically a written and accurate report on the state of the financial situation of the co-operative;
- d) Carry out with diligence and efficiency the powers and responsibilities which are required of it, as stakeholders or otherwise, as relates to the management of corporations in which the co-operative has a direct interest;
- e) Designate the delegates or spokespersons who will represent the co-operative to the organizations in which the co-operative participates as a member, stakeholder, or any other role, notably to the Federation;

- f) Adopt the budget projections and adopt an annual action plan;
- g) Hire a general director or manager and carry out their annual evaluation;
- h) Recommend candidates to the general assembly for non-member directors;
- i) Act in accordance with the code of ethics.

1-6.13 MEETINGS OF THE BOARD

The board must meet at least five (5) times per year, or as often as the administration of the co-operative's affairs requires.

1-6.14 NOMINATION OF OFFICERS

The board of directors must meet after the annual assembly. The board selects the directors who are to become officers.

1-6.15 CONVOCATION

The president or any two (2) directors of the co-operative or of the Federation may call for a meeting of the board.

The notice of meeting is given by the secretary, or in their absence, by the president, the vice president or two (2) directors, or by the board of directors of the Federation:

- At least five (5) days prior to the meeting when the meeting is to be held at a location, date or time other than those listed in the board's meetings calendar;
- And this notice is normally transmitted by email or in writing to the last known address of each director.

1-6.16 CONTENTS OF THE NOTICE OF MEETING

The notice of meeting of the board must be accompanied by:

- A proposed meeting agenda;
- The minutes of the last board meeting;

- If possible, all documents necessary for discussion of the items on the agenda.

1-6.17 QUORUM

Quorum for a board meeting is the majority of the total number of directors as determined by the by-law in accordance with section 80 of the law.

1-6.18 MAJORITY VOTE

Decisions of the board of directors are reached by majority vote by the directors in attendance. In case of a tie, the president has the tiebreaking vote.

1-6.19 RENUMERATION, REPRESENTATION AT EXTERNAL EVENTS AND REIMBURSEMENT OF FEES INCURRED

The role of director is on a volunteer basis. Directors do, however, have the right:

- To reimbursement of justifiable fees incurred in the course of their functions, provided this is carried out in accordance with the co-operative's policies;
- To remuneration at an amount fixed by the board when the director is required to represent the co-operative outside of board meetings.

1-6.20 OBSERVERS

Third parties, upon invitation from a director and authorization by the board, may attend a board meeting. The board determines whether they have the right to participate in the meeting.

CHAPTER 1-7.00 EXECUTIVE COMMITTEE

1-7.01 COMPOSITION

The executive committee is composed of three (3) directors. The number of members of the executive committee may not exceed half of the total number of directors and may not be less than three.

Its members include the president and secretary, who are members by virtue of their office. The remaining member or members of the executive committee are elected by the other directors. Quorum is the majority of its members.

1-7.02 MEETINGS AND CONVOCATION

The president, or any two (2) of the members of the committee, may issue a notice of meeting. It meets as frequently as required for the exercise of its functions within the co-operative. Notice of meeting is normally issued by email, or, if needed, by other means of communication such as a telephone call at least twenty-four (24) hours prior to the meeting. The general director or manager is invited to meetings of the committee and has the right to participate.

1-7.03 OBSERVERS

Third parties, upon invitation and as authorized by the committee, may attend a committee meeting. The committee determines if they have the right to participate in the meeting.

CHAPTER 1-8.00 OFFICERS OF THE CO-OPERATIVE

1-8.01 THE PRESIDENT

Under the authority of the board, the president:

- a) Presides over, or ensures the chairing of, general assemblies and meetings of the board and of the executive committee, maintaining order and guiding the discussions;
- b) Ensures that the law, by-laws, policies and rules of procedure of the co-operative are respected;
- c) Sees that the co-operative's objectives are accomplished, and its decisions carried out;
- d) Maintains the efficiency of the work carried out by the members of the board and of the executive committee;
- e) Is responsible for overall supervision of the co-operative's affairs;
- f) Serves as the official representative of the co-operative in collaboration with the general director or the manager as mandated by the board;
- g) Ensures the drafting and presentation of the board activities report to the annual assembly;

- h) Carries out any other task for which they are responsible, or as assigned by the board or executive committee.

1-8.02 THE VICE-PRESIDENT

Under the authority of the board, the vice-president:

- a) Assists the president in the execution of their functions;
- b) Exercises the powers of the president in case of the president's absence or incapacity, or at the president's request;
- c) Oversees the preparation and organization of the annual general assembly;
- d) Carries out any other task as assigned by the board or executive committee.

1-8.03 THE SECRETARY

Under the authority of the board, the secretary:

- a. Is responsible for maintaining the co-operative's archives at the co-operative's headquarters, as well as the member register, as required by the law;
- b. Sends the meeting notice for general assemblies and meetings of the board and executive committee;
- c. Takes notes on discussions as needed and ensures the careful taking of minutes of meetings of the board, executive committee, and general assembly;
- d. Is responsible for the maintaining and keeping of the member register;
- e. Is responsible for the board and executive committee's correspondence;
- f. Carries out any other task as assigned by the board or executive committee.

1-8.04 THE GENERAL DIRECTOR OR MANAGER

The board entrusts the management of the co-operative to a general director or manager, which it has chosen, and according to the terms and conditions of the employment contract.

The general director or manager fulfils their function under the authority of the board, and, notably:

- a) Directs and controls all of the co-operative's commercial activities;
- b) Has an immediate responsibility for the movable and immovable goods of the co-operative;
- c) Acts in accordance with the policies, budgets and organizational plans determined by the board;
- d) Is responsible for management of the staff and informs the board of employee hirings, suspensions, terminations or layoffs;
- e) Must attend meetings of the executive committee and the board, except in the case of a board decision to the contrary;
- f) Represents the co-operative and acts as an official spokesperson towards all individuals or organizations while following the policies established by the board;
- g) Maintains relationships with the network of university co-operatives, and with the Federation particularly;
- h) Is responsible, along with the president, for cultivating links with other student associations on campus;
- i) Respects their work conditions and employment contract;
- j) Carries out any other activity as assigned by the board or executive committee.

CHAPTER 1-9.00

COOPERATION AMONG CO-OPERATIVES

1-9.01 AFFILIATION

By its very nature, the co-operative recognizes the importance of inter-cooperation. To this end, the co-operative is affiliated with the *Fédération québécoise des coopératives en milieu scolaire*, through which it may collaborate with other university co-operatives. It may participate in regional activities of the Federation.

The co-operative maintains its membership in the Federation until such time as it legally rescinds its membership. It maintains the right to rescind its membership if the Federation's objectives for inter-cooperation become incompatible with its own, or for any other reason it deems valid.

1-9.02 COMMITMENT TO THE FEDERATION

As part of its membership in the Federation, the co-operative commits to:

- a) Provide the Federation with a copy of its annual report, in accordance with the law;
- b) Harmonize, as needed, its by-laws and policies with those of Federation and provide it with details of all modifications or revisions of these by-laws or policies, within a reasonable time frame;
- c) Pay all dues and contributions due to the Federation in the proportions and time frames provided for in the policies and by-laws of the Federation;
- d) Take into account the Federation's suggestions in order to avoid causing harm to the co-operative in particular and to the network of university co-operatives in general;
- e) Respect the Federation's suggestions in the context of advisory services for restructuring and development;
- f) Inform the Federation in advance of the co-operative's general assemblies;
- g) Consult the Federation before hiring or terminating its general director, or its manager should it not have a general director;
- h) Have its books and accounts inspected, verified or examined by the Federation if it does not respect the standard credit conditions determined by the Federation, if it demonstrates a deficit in working capital in its financial statements, or if its annual financial statements show a deficit for two (2) consecutive years;
- i) Receive the approval of the Federation before putting a store, a counter or any other business outside of the boundaries of the learning establishment to which the co-operative is attached;
- j) Apply the norms and standards of network identification included in the procedures book for network identification as determined by the board of directors of the Federation;
- k) Carry out the co-operative's annual audit in accordance with the auditing procedures specified by the Federation;
- l) Send the auditor's report simultaneously to the board of directors of the co-operative and to the Federation.

1-9.03 LIBERATION

The co-operative must take the necessary measures to support the administration and development of the Federation. This includes, but is not limited to, allowing the persons it delegates to the general assembly or any other activity of the Federation, including those members who sit on the board of directors of the Federation, the necessary time to carry out their mandate with the Federation.

This article may not be used to justify a person's detriment to the administration or development of the co-operative.

1-9.04 DISASSOCIATION FROM THE FEDERATION

The board of the co-operative may not disassociate itself from the Federation without the authorization of the general assembly. To do so, the board must:

1. Advise the Federation, in writing, of the reasons for its disassociation, and add the question to the agenda for the next general assembly of the members of the co-operative;
2. Invite the Federation, in writing, to the general assembly in which the question will be addressed.

The notice must be sent to the Federation at least fifteen (15) days prior to the general assembly.

The Federation may be represented at the assembly and may participate.

Following the assembly, the co-operative must transmit written evidence to the Federation that the general assembly of its members has resolved to remove itself from the Federation. This proof constitutes the 30-day notice of withdrawal, as provided by the law, and the request for reimbursement of common shares. It renders payable all sums due to the Federation by the co-operative.

CHAPTER 1-10.00 OTHER PROVISIONS

1-10.01 FISCAL YEAR

The fiscal year of the co-operative is from June 1st until the 31st of the following May.

1-10.02 ANNUAL REPORT

The co-operative's annual report must contain, in addition to those items required

by the law, notes attesting to:

- a) Its annual revenue as defined by the by-laws of the Federation;
- b) The number of members having joined the co-operative during the fiscal year in question.

1-10.03 ANNUAL SURPLUS

The annual general assembly determines the allocation of any annual surplus in accordance with the law and on the basis of recommendations prepared by the board.

1-10.04 BOOKS AND RECORDS

The co-operative must keep records of its operations by keeping all books and records necessary, in accordance with the law.

1-10.05 APPROVAL OF FINANCIAL STATEMENTS

The auditor's report must be approved by the board and that approval must be attested by two (2) directors who have been so authorized. Within thirty (30) days of its annual general assembly, the board of directors must transmit a copy of the annual report to the ministry responsible for its administration and to the Federation.

1-10.06 AUDITOR

The co-operative names an auditor at its annual assembly, in the case of the expiration of a contract with a previous auditor. The auditor must be a member of the Quebec CPA Order (*Ordre des comptables professionnels agréés du Québec*).

BY-LAW #2

BY-LAW ON ELECTION PROCEDURE FOR DIRECTORS

BY-LAW ON ELECTION PROCEDURE FOR DIRECTORS

BY-LAW #2

2-1.01 NOMINATION PERIOD AND FORM

Non-member candidates are recommended to the assembly by the board of directors.

Any voting member who wishes to nominate a candidate, including someone who is a current director, must present a written nomination form to the co-operative's office before closing at least forty-eight (48) hours prior to posted time for the general assembly.

The nominating member and the nominated member must be part of the group whose seat is vacant.

The nomination form is available at the administrative offices of the co-operative. The form must be addressed to the management and signed by the candidate, and contain the following information:

- a) The name, signature and member number of the nominating member;
- b) The name, signature and the member number of the nominated member;
- c) The member group to which both the nominated and nominating members belong;
- d) Contact information for the nominated member;
- e) A brief summary of the reasons for submitting their candidacy.

The list of received candidacies is posted in the co-operative's offices, or in any other area where it is visible, as soon as possible following the reception of a nomination form, and remains there until the general assembly. If a candidate submits multiple nomination forms, only the first one is admissible.

2-1.02 ELECTION OFFICERS

The assembly names an election chairperson and secretary, as well as two scrutineers. After having accepted to act in this capacity, these individuals may not be nominated to a seat.

2-1.03 CANDIDATE ADMISSIBILITY

To be eligible for a director seat for the co-operative, a candidate must:

- Be a member of the co-operative;

and

- Have submitted a nomination form in accordance with the provisions of this by-law.

If a candidate respected the time frame for submitting their candidacy and meets the other criteria for admissibility, their candidacy is accepted, even if they cannot attend the assembly.

2-1.04 INFORMATION FOR MEMBERS

The election chairperson informs the members of the seats which are to be filled:

- a) The names of the directors whose terms have ended;
- b) The names of the directors whose seats have become vacant, indicating for each the remaining length of their term;
- c) The member group for each seat;
- d) The admissibility criteria, requirements and responsibilities attached to each available seat;
- e) The procedure for nomination and for the election.

2-1.05 NOMINATION AND CONSENT OF CANDIDATES

After having validated the nomination forms, the election chairperson proceeds to read the nomination forms received prior to the end of the nomination period. Following that, each candidate is asked to accept their nomination. Candidates absent from the assembly must have previously submitted a written notice accepting their nomination.

2-1.06 PRESENTATION OF THE CANDIDATES

Following the acceptance of nominations, each candidate must explain within three (3) minutes the reasons for their candidacy.

2-1.07 ELECTION BY SEAT

Elections alternate for each group according to the following procedure:

- a) The chairperson confirms the number of candidates for each group and proceeds to a vote as needed;
- b) Only the members of a given group may vote for the candidate from that group;
- c) Following a proposal supported by a minimum of five members, the chairperson must confirm the status of a member if their belonging to a group is called into question;
- d) The member whose group status is in question must immediately produce a proof of group status;
- e) The chairperson then determines whether the member in question is able to vote and in which group. This decision is final and cannot be appealed;
- f) If no candidates are presented for a seat or if there are seats which remain vacant, the board may fill them over the course of the following year.

2-1.08 SECRET BALLOT

If there is more than one candidate for a seat, the vote is carried out by secret ballot. Only the members belonging to the same group as the candidate may vote for that candidate.

2-1.09 DISTRIBUTION OF THE BALLOTS

The scrutineers initial each ballot and give one to each member with the right to vote for a given seat.

2-1.10 VALIDATION AND COUNTING OF VOTES

The scrutineers examine the votes cast and dispose of, without counting, any ballot that:

- Does not have the initials of a scrutineer
- Casts votes for more seats than are available;
- Casts a vote for candidates other than those named by the election chairperson;
- Divulges the identity of the voter.

2-1.11 VERIFICATION OF THE VOTE

The scrutineers report the results to the election chairperson, who ensures that the results do not contravene the law or the by-laws of the co-operative.

2-1.12 ANNOUNCEMENT OF THE RESULTS

The election chairperson confirms the election of the candidate who received the most votes.

The election chairperson may not reveal the number of votes each candidate received unless a majority of the members present at the assembly so demand.

The candidates whose election has been confirmed by the election chairperson are the directors of the co-operative.

2-1.13 STALEMATE

If a stalemate prevents the confirmation of one or more candidates, the vote is retaken for those candidates. Should a stalemate persist, the election chairperson must make use of their tiebreaking vote to confirm a winning candidate.

Before each repeated vote, candidates are given the option to concede.

2-1.14 RECOUNT

A recount is required if at least a third of the members in attendance so demand. This recount is carried out during the assembly by the chairperson and the secretary of the election, in the presence of the scrutineers and those candidates who wish to observe the recount. The results of the recount are final.

2-1.15 DESTRUCTION OF THE BALLOTS

The ballots must be destroyed immediately after the closing of the assembly.

2-1.16 DECISIONS BY THE ELECTION CHAIRPERSON

Any decision made by the election chairperson in reference to election procedure must be followed by the assembly unless it vetoes the decision in question with a two-thirds (2/3) majority vote.

BY-LAW #3

GENERAL LENDING BY-LAW

GENERAL LENDING BY-LAW

BY-LAW #3

3-1.01 LOANS

The board of directors may, if it deems appropriate:

- a) Borrow money on the credit of the co-operative;
- b) Issue bonds or other securities of the co-operative and give them as security or sell them for a price deemed appropriate;
- c) Hypothecate or otherwise give as security property belonging to the co-operative (section 89, paragraph 2) and, without limiting the generality of the foregoing:
 - i) Hypothecate all its movable or immovable property, present and future, tangible or intangible;
 - ii) Sell its debts or accounts receivable, present or future, or payments due or accruing on its shares, in accordance with the provisions of the Civil Code of Québec relating to the assignment of claims (section 27, paragraph 2);
 - iii) Sell, rent or exchange the entirety or quasi-entirety of the property of the co-operative, outside of the normal course of its affairs, requiring a by-law adopted by a three-fourths (3/4) majority vote of its members.

ADOPTED

SECRETARY'S CERTIFICATE

I, the undersigned, secretary of the co-operative, certify that the preceding by-law was adopted with a two-thirds (2/3) vote of the members or representatives in attendance at the Annual General Assembly or Special Assembly held on_____.

_____ Secretary

BY-LAW #4

AUXILIARY MEMBER BY-LAW

AUXILIARY MEMBER BY-LAW

BY-LAW #4

4-1.01 CONDITIONS OF ADMISSIBILITY

To become an auxiliary member of the co-operative, a person or organization must:

- a) Be able to use the services of the co-operative;
- b) Not be a student member, nor staff member;
- c) Send to the co-operative's offices, care of the secretary, a signed admission form, in accordance with the text determined by the board of directors.
 - In the case of an organization, the request for admission is carried out by means of a resolution adopted by the necessary authorities and including the names of the individuals authorized to sign the admission form;
- d) Subscribe and pay one (1) common share as required by the by-laws;
- e) Commit to respecting the by-laws of the co-operative;
- f) Commit to pay all dues and financial contributions required by the by-laws;
- g) Be admitted by the board.

This member category allows clients who may not otherwise qualify as a member (student or staff member of the institution) to join the co-operative and therefore benefit from member pricing.

4-1.02 RIGHTS AND PRIVILEGES

Auxiliary members have all the rights and privileges which are accorded to them by the law as well as by this by-law. Notably and among others, they have the right and the privilege to use the services of the co-operative as determined by the general assembly. In addition, they may attend the general assembly, although they do not have the right to vote, nor to serve in any specific role (e.g., chairperson, secretary) at the assembly.