

**REGGIE'S SOLIDARITY COOPERATIVE  
COOPÉRATIVE DE SOLIDARITÉ REGGIE'S**

**BY-LAW NUMBER 1 – INTERNAL MANAGEMENT**

**Explanatory Note:**

In these by-laws, gender neutral terms shall be used where appropriate.  
Words used in the singular are deemed to include the plural and vice versa.  
The masculine includes the feminine and vice versa.

**CHAPTER I: DEFINITIONS**

**1.1 Definitions**

In this by-law, the following expressions designate:

- a) The cooperative: REGGIE'S SOLIDARITY COOPERATIVE
- b) The Act: the Cooperatives Act (R.S.Q. Chapter C-67.2).
- c) The Board: the cooperative's Board of Directors.
- d) The worker: A natural person working for the cooperative.
- e) The user: A natural person or an organization who uses services offered by the cooperative.
- f) The support member: A person or an organization that has an economic, social or cultural interest in the pursuit of the objects of the cooperative.
- g) The auxiliary member: A person working for the cooperative during the probation period.

## **CHAPTER II: CAPITAL STOCK**

(Reference: sections 37 to 49.4 of the Act)

### **2.1 Qualifying shares**

To become a member, all persons must subscribe the number of qualifying shares that correspond to the category of membership they belong to. The value of a common share is ten dollars (\$10) each.

<b>Category</b>	<b>Number of social shares</b>	<b>Total amount</b>
- Worker member	One (1)	\$ 10
- User member	One (1)	\$ 10
- Support member	Ten (10)	\$ 100

### **2.2 Terms of payment**

The qualifying shares are payable in cash at the moment of the admission as member. This is applicable to all categories of members.

### **2.3 Transfer of shares**

The common and preferred shares are not transferable.

### **2.4 Repayment of the common shares**

Subject to the restrictions set out in section 38 of the Act, the repayment of the common shares is carried out according to the following priorities:

- a) Death of the member
- b) Resignation due to disability or retirement
- c) Other resignations
- d) Exclusions.

The repayment is then carried out in chronological order of the requests within each of the priorities stated above.

## 2.5 Preferred shares

The Board is authorized to issue preferred shares and determine their characteristics.

## 2.6 Repayment of preferred shares

Subject to the restrictions set out in section 38 of the Act, the repayment of the preferred shares is performed according to the conditions set out by the Board in compliance with section 46 of the Act.

## 2.7 Allocation of qualifying shares to the reserve

Any amount of qualifying shares paid by a member whose status is deemed inactive after a period of inactivity of at least 3 years, will be automatically transferred to the reserve of the cooperative. The member in question may not then claim the amount of qualifying shares paid to the cooperative.

## CHAPTER III: THE MEMBERS

(Reference: sections 51 to 60.2, 224.1 and 224.2 of the Act)

### 3.1 Condition of admission as worker

To become a worker member of the cooperative, an individual must:

- a) Be a person who is employed in any capacity by the cooperative;
- b) Have completed, as an auxiliary member, a probation period of 250 hours of non-consecutive work for the cooperative following his request to become an auxiliary member;
- c) Pay the minimum amount stipulated in section 2.1 of the existing by-laws and in accordance with section 2.2;
- d) Comply with the provisions under section 51 of the Act (found in the Appendix).

### 3.2 Condition of admission as user

To become a user member of the cooperative, an individual or an organization must:

- a) Be a student, faculty, and staff of Concordia University, or community member at large who uses the cooperative's services.

- b) Pay the minimum amount stipulated in section 2.1 of the existing by-laws and in accordance with section 2.2.
- c) Comply with the provisions under section 51 of the Act (found in the Appendix).

### 3.3 **Condition of admission as support member**

To become a support member of the cooperative, an individual or organization must:

- a) Be a person or an organization that has an economic, social or cultural interest in the pursuit of the objects of the cooperative.
- b) Pay the minimum amount stipulated in section 2.1 of the existing by-laws and in accordance with section 2.2.
- c) Comply with section 51 of the Act, excluding paragraph 1 of this section (found in the Appendix).

### 3.4 **Condition of admission as an auxiliary member**

To become an auxiliary member of the cooperative, a person must:

- a) Have an interest as a worker of the cooperative;
- b) Apply for membership as an auxiliary member and be admitted by the Board as such;
- c) Undertake to complete a probation period of 250 hours of non-consecutive work for the cooperative;
- d) Participate in training sessions about cooperatives;
- e) Undertake to comply with the by-laws of the cooperative.

### 3.5 **Rights of an auxiliary member**

The auxiliary members are invited to the general meetings. They may attend and speak, but cannot vote. They are not eligible to hold any office board.

### 3.6 Belonging to a single category

A member cannot be part of more than one category of members.

## CHAPTER IV: MEETING OF THE MEMBERS

(Reference: sections 63 to 79 of the Act)

### 4.1 General meeting

All general meetings are held at the location, on the date and at the time determined by the Board subject to sections 77, 78 and 85 of the Act and set out below:

**77.** The board of directors, the president of the cooperative or the board of directors of the federation of which the cooperative is a member may order that a special meeting be held whenever he or it deems it expedient.

The board of directors must also order that a meeting be held upon the requisition of 500 members if the cooperative has 2,000 members or more, or of a quarter of the members if it has fewer than 2,000 members. The requisition must specify the matters to be put on the agenda of the special meeting.

The secretary of the cooperative must in each case call a special meeting.

**78.** If the meeting is not held within twenty-one days from the date of the request of the federation or the members, the federation or two signatories of the requisition made by the members, as the case may be, may call the meeting.

In such a case, the federation or the signatories may obtain a copy of the list referred to in paragraph 5 of section 124.

Unless the members object thereto by resolution at the meeting, the cooperative shall reimburse those who called the meeting for reasonable expenses incurred by them to hold the meeting.

### 4.2 Annual meeting

(Section 76 of the Act)

The annual meeting of the members must be held within six months from the end of the fiscal year. The members are convened to:

- (1) Take communication of the auditor's report and of the annual report;

- (2) Decide upon the apportionment of the surplus earnings or operating surplus;
- (3) Elect directors;
- (4) Appoint the auditor;
- (5) Fix the attendance allowance, if any, of the members of the board of directors or of the executive committee;
- (6) Determine the remuneration, if any, of the secretary or the treasurer where he is also a member of the board of directors;
- (7) Take any decision reserved to the meeting by this title;
- (8) Take part in a question period on any matter within the competence of the meeting.

#### 4.3 **Notice**

The notice is given by email and issued in public platform (i.e. social media, poster, public board, inside the establishment) at least fifteen (15) calendar days before the date of the meeting.

The decisions made at a general meeting cannot be rescinded on the grounds that some members did not receive or read the notice.

#### 4.4 **Vote**

The vote is by show of hands unless a majority of members present at the meeting decide otherwise.

#### 4.5 **Quorum**

The quorum for a general meeting shall consist of thirty (30) members.

#### 4.6 **Proxy**

Voting by proxy is not permitted.

## **CHAPTER V: BOARD OF DIRECTORS**

(Reference: sections 80 to 106.1 and 223.2 of the Act)

### **5.1 Eligibility of the members**

To be eligible as a director, a member must:

- Have paid any due payments on his subscribed shares and any other amount due.

### **5.2 Composition**

The board is made up of nine (9) directors.

The General Manager is a permanent observer of the board meetings.

### **5.3 Division of the members in groups**

For the formation of the Board of directors, the members of the cooperative are divided in three groups that correspond to three categories of members mentioned in the section 1.1. Each group has the right to elect the following number of directors:

<b>Categories</b>	<b>Number of directors</b>
- Workers	One (1)
- Users	Five (5)
- Support members	Three (3)

#### **Composition of user members**

One seat is reserved for a faculty staff or for a member of community at large.

One seat is reserved for undergraduate students from each Faculty (Arts and Science, Fine Arts, Engineering and Computer Science and J. M. School of Business).

#### **Composition of support members**

One (1) position is reserved for the Concordia Student Union.

One (1) position is reserved for the Centre for Gender Advocacy.

The number of support members elected to the board of directors can never exceed a third of the total number of elected board of directors.

#### 5.4 **Term of office**

The term of office of a director is two (2) years.

##### 5.4.1 **Directors' rotation**

- a) For the first two (2) years of the continuance as a cooperative, the term of office of the directors is as follows:

Three (3) positions will be up for election at the first annual general meeting that follows the continuance as a cooperative and four (4) positions will be up for election at the second annual general meeting.

- b) A random draw or volunteer arrangement will determine the positions that will be up for election after the first year.
- c) The term of office of the directors elected afterward will be two (2) years.

#### 5.5 **Nomination and election of the directors**

The cooperative's president and secretary are election chairman and secretary, unless they are nominated:

- a) The assembly appoints a scrutineer and, if need be, an election chairman and secretary.

By agreeing to act in this capacity, these persons also agree to not be nominated.

- b) The chairman reads the names of the directors whose term has ended.

- c) Afterward, he informs the assembly of the following points:

1. The directors whose term is ending are eligible for re-election;
2. The members can nominate as many candidates as they wish;
3. The nominations are closed upon motion duly seconded and not contested;



4. The chairman verifies the acceptance of each candidate upon his nomination. Any refusal automatically eliminates the candidate;
5. Afterward, 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; if the number of candidates is lower than that of vacancies, the Board may fill the positions during the cooperative's fiscal year, in compliance with section 85 of the Act;
6. In the event of an election, the vote is by secret ballot. A ballot paper is given to each member, who then writes the name of the candidates of his choice. The number of names on the ballot must equal that of the vacancies;
7. The scrutineer adds up the votes obtained by each candidate and relays the outcome to the election chairman;
8. For each vacancy, the chairman declares elected the candidate who has received the most votes, without stating, however, the actual number of votes;
9. In case of equality of votes for the last vacancy, the vote is repeated only among the candidates with an equal number of votes;
10. If, after a second vote, the equality remains, the director is chosen by a random draw;
11. A recount of the votes is carried out if at least one third of the members present request it. The candidates concerned are then present for the recount;
12. The ballots are disposed of by the scrutineer immediately after the vote;
13. All decisions made by the chairman with regard to the procedure binds the assembly unless these members reverse them with a majority of the votes cast by the members present.

#### 5.6 Vacancy in the Board

Vacancy in the board will be filled according to section 85 of the Act and set out below:

**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 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.

#### 5.7 **Board meeting**

The board of directors meets as often as the cooperative's interest requires.

The notice is given by email at least five (5) calendar days before the date of the meeting.

In the event of an emergency meeting, the time of notice is, exceptionally, reduced to seventy-two (72) hours.

The quorum of the board is the majority of the number of directors determined in section 5.2 of this by-law and in accordance with section 93 of the Act.

The directors can use means of telecommunication, if offered by the cooperative, to participate in meetings of the board if they are unable to do it physically. However, participation in person is preferred.

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.

#### 5.8 **Dismissal of a Director**

Voting the dismissal of a director can be done according to sections 99, 100 and 101 of the Act and set out below:

**99.** A director may be dismissed by the members entitled to elect him, at a special meeting to which only such members are called.

**100.** A vacancy resulting from the dismissal of a director may be filled at the meeting where the dismissal takes place or, if not, in accordance with section 85.

The notice calling the meeting must mention the holding of such an election if the resolution of dismissal is passed.

**101.** No director may be dismissed at a special meeting unless he has been informed in writing, within the time prescribed for calling the meeting, of the grounds for dismissal and of the place, date and time of the meeting.

At the meeting, the director may oppose his dismissal by making representations or by transmitting a written statement to be read by the chairman.

## **CHAPTER VI: POWERS AND DUTIES OF THE COOPERATIVE'S OFFICERS**

(Reference: sections 112.1 and 117 of the Act)

### **6.1 President**

- a) They preside over the general meetings and board meetings;
- b) They ensure that the by-laws are complied with;
- c) They oversee the execution of decisions made at general meetings and Board meetings;
- d) They represent the cooperative in its dealings with the outside world.

### **6.2 Vice-president**

- a) They assist the president at board meetings;
- b) They fill in for the president in his absence;
- c) They execute any mandates given by the board.

### **6.3 Secretary**

- a) They are responsible for drawing up the minutes of the general meetings and Board meetings;
- b) They are responsible for maintaining and keeping the cooperative's register and archives;
- c) They forward the notices for the general meetings and board meetings;
- d) They are automatically appointed secretary of the board and forward to the various organizations what is required by law;

- e) They perform all tasks related to their duties.

#### 6.4 **Treasurer**

- a) They safe-keep the portfolio, funds and accounting books and are responsible for the bookkeeping and accounting;
- b) They must submit the books they safe-keeps to annual auditing and inspections prescribed by law;
- c) In the four (4) months following the end of each fiscal year, they must prepare the annual report prescribed under section 132 of the Act, cooperate with the auditor and submit the annual report to the board for approval;
- d) They keep up to date the register of the shares held by the members;
- e) They perform all tasks related to their duties.

#### 6.5 **General Manager**

The Board is authorized to determine the powers and duties of the general manager.

### **CHAPTER VII: ACTIVITIES**

(Reference: sections 90, 128 to 134 and 226 of the Act)

#### 7.1 **Remuneration of workers**

The board establishes the scale of remuneration and other payments of all workers of the cooperative.

#### 7.2 **Insurance**

The board must insure the cooperative and its directors as required.

#### 7.3 **Fiscal year**

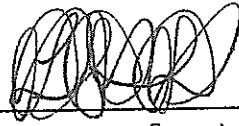
The fiscal year begins on June 1<sup>st</sup> of each year and ends on May 31<sup>st</sup>.

7.4 Effective date

This by-law is effective as of June 1<sup>st</sup> following the issuance of the Articles of continuance.

It rescinds and replaces any previous internal management by-law.

Date: May 6<sup>th</sup> 2016



\_\_\_\_\_  
Secretary

## APPENDIX OF MAIN SECTIONS OF THE COOPERATIVES ACT

**38.** No cooperative may repay or redeem a share or pay interest on a share if

(1) it is insolvent or would become insolvent as a result of the repayment, redemption or payment;

(2) the board of directors shows that the repayment, redemption or payment could adversely affect the financial stability of the cooperative;

(3) the repayment, redemption or payment would cause the cooperative to be unable to fulfil the undertakings made with any third party that grants it financial assistance.

**38.1.** In the case of the death, resignation or expulsion of a member, the cooperative shall, subject to the conditions set out in section 38, repay the sums paid in respect of the member's common shares. A member shall be presumed to have resigned if he has not done business with the cooperative or taken part in the activities of the cooperative for the last three years and there has been no communication from the member during that period.

Preferred shares are repaid on the conditions determined pursuant to section 46.

1995, c. 67, s. 20; 1997, c. 80, s. 57.

**38.2.** The sole fact of holding shares in the cooperative confers none of the rights reserved for members other than the right to apply for repayment in accordance with law and the by-laws and resolutions of the cooperative.

**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.

**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 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.

**93.** A majority of the 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.

**226.1.1.** A person or partnership that is a member of a solidarity cooperative may be part of only one category of members.

