

## **Bylaw 1 - General Bylaws of the Co-operative**

### **Article I                      Head Office**

The head office and chief place of business of the Co-op shall be at 3180 Kirwin Avenue, in the City of Mississauga, in the Regional Municipality of Peel.

### **Article II                      Seal**

The seal of the Co-op shall have inscribed on it the words:

ASHWORTH SQUARE CO-OPERATIVE.

The seal impressed in the margin of these bylaws is hereby the seal of the Co-op.

### **Article III                      Membership**

1. Subject to the approval of the directors, membership shall be open to all who are in agreement with the aims and objectives of the Co-op.
2. Applications for membership shall be made in writing, on forms provided for that purpose, and shall be submitted to the Board of Directors for acceptance.
3. Applications for membership shall be accompanied by payment of prescribed fees, as determined from time to time by the Board of Directors. The membership fee portion of the application fee shall be refundable if the applicant is refused membership.
4. Membership in the Co-op shall not be transferable unless authorized by the Board of Directors and shall terminate with death. The Directors shall, in any case, consent to a transfer between spouses, including a transfer taking effect upon death.
5. Any member of the Co-op may withdraw from membership in the Co-op upon application to the Board of Directors, who will either accept or reject the application for withdrawal.
6. The Co-op may, upon resolution of the Board of Directors, expel any member for cause, provided that such member shall have been given notice of the intended expulsion and an opportunity be given of appearing before the said Board for a hearing.
7. All housing units owned by the Co-op shall be occupied by members of the Co-op and their families.

## Article IV

## **Meetings of Members**

1. The Annual Meeting of the members for the election of the Directors and the transaction of such other business as may be properly brought up before the Annual Meeting of the members shall be held in the City of Mississauga at such place as the Directors may determine.
2. Other general meetings of the members may be called by order of the President, the Vice-President, or the Board of Directors at any time or place within the City of Mississauga, and the Secretary shall send the requisite notice of such meetings to the members of the Co-op at least ten days before the date of the meeting.
3. (a) Not less than one-tenth of the members of the Co-op entitled to a vote at the meeting proposed to be held may request the Board of Directors to call a meeting of the members for any purpose connected with the affairs of the Co-op that is not inconsistent with the Co-operative Corporations Act.  
  
(b) The requisition shall state the general nature of the business to be transacted at the meeting, and shall be signed by the requisitionists and deposited at the head office.  
  
(c) Upon deposit of the requisition, the Directors shall call a general meeting of the members, for the business stated in the requisition.  
  
(d) If the Directors do not within twenty-one days from the date of the requisition, call and hold such a meeting, any of the requisitionists may call such a meeting which shall be held within sixty days from the date of the deposit.  
  
(e) A meeting called under this section shall be called as nearly as possible in the same manner as meetings of the members called under Sections 1 and 2 of this article.
4. At a meeting of the members called under Section 3 of the article, only the business stated in the notice calling such a meeting may be transacted.
5. No member shall have more than one vote at any meeting of the Co-op, and voting by proxy shall not be permitted.
6. Unless otherwise provided for in these bylaws, all questions arising at any meetings of the members shall be decided by a majority of votes.
7. At all meetings of the members, thirty members shall be necessary to constitute a quorum for the transaction of business.
8. If at an Annual or General Members' meeting, a quorum is not present within thirty minutes of the time the meeting is called, the meeting shall be dissolved.
9. There shall be at least four (4) General Members' meetings per year in addition to the Annual Meeting.

## Article V

## **Board of Directors**

1. The business of the Co-op shall be under the direction and control of a board of seven directors who may exercise all such powers and do all such acts as may be exercised or done by the Co-op, and are not by the bylaws of the Co-op or by the statute expressly directed or required to be done by the Co-op at meetings of the members.
2. All Directors must be active members of the Co-op for at least one year.
3. Members of the same family and direct relatives residing in the co-operative cannot serve simultaneous terms on the board of directors. For the purpose of this bylaw "family and direct relatives" are defined as:
  - a. A spouse\*;
  - b. A parent, step-parent, foster parent, child, step-child, foster child, grandparent, step-grandparent, grandchild or step-grandchild of the board member or the board members spouse;
  - c. The spouse of a board member's child; or the spouse of a board member's spouse's child;
  - d. A brother or sister of the board member;
  - e. A relative of the board member who is dependent on the board member for care or assistance.

\*Note: "spouse" includes both married and unmarried couples, of the opposite or of the same sex.
4. Each Director shall serve for a term of two years, and shall be eligible for re-election upon completion of the term. Election for directors shall be held annually, with three or four directors elected, in alternate years.
5. Elections shall be by secret ballot. Any ballot which contains the names of more or less than the number required to be elected shall be void.
6. In the case of a by-election, where a Director leaves before his/her term is ended, the term will be the time remaining of the original Director's term. The term will be filled using the candidate list from the most recent vote. The candidates will be listed in order of vote count.
7. The office of a Director shall be vacated:
  - a) if he/she is absent without leave for three consecutive Board meetings
  - b) if he/she ceased to be a member of the Co-op
  - c) if by notice in writing to the Co-op the member resigns his/her office
  - d) if asked to resign by a resolution passed by at least two-thirds of the votes cast at a General Members' meeting
8. Whenever any vacancy occurs on the Board of Directors, the remaining members, so long as there is a quorum in office, may appoint a member of the Co-op to the Board for the unexpired portion of the term of office caused by the vacancy.

9. Regular meetings of the Board of Directors may be held without notice to the members on such days as the Board may from time to time determine.
10. Meetings of the Board may be held either in the Co-op Office or elsewhere as the Directors may from time to time determine. A meeting of the said Board may be called by the President or Vice-President.
11. A majority of Directors shall constitute a quorum at any meeting of the Board of Directors.
12. Questions arising at any meeting of the Board of Directors shall be decided by a majority vote.
13. Indemnification of Directors
  - a. The co-op will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by section 110 of the Act. This includes paying for any judgment or costs against directors and officers less any costs that result from failing to comply with their duties to the co-op. The co-op will indemnify all employees to the same extent.

The co-op should sign an agreement promising to do this. The co-op can use the sample agreement form that is attached to this Bylaw as Schedule C.
  - b. The co-op must purchase insurance to cover the liability.
14. The Directors of the Co-op shall serve without remuneration, but may be paid any necessary expenses incurred by them about the business of the Co-op.
15. If the number of Directors is more than six, the directors may by resolution entered upon the minutes of the Co-op, elect from among their numbers an executive committee any powers of the Board of Directors, subject to the restrictions, if any, imposed from time to time by the said board.

## Article VI                      **Officers**

1. The Directors shall annually, or more often as may be required, elect a President and a Vice-President; and, elect or appoint a Secretary and a Treasurer. A vote of the majority of Directors shall be necessary for the election of officers. The Directors may from time to time elect or appoint such other officers and agents as they shall deem necessary, who shall from time to time prescribe.
2. In the case of absence or inability to act of the President, Vice-President or any other officer of the Co-op, the directors may delegate all or any of the powers of such an officer to any other officer or to any director for the time being, provided that a majority of the duties concurs therein.
3. The powers and duties of each officer shall include:
  - a) The President:
    - shall, if present, chair all meetings of the members and the Board

- shall sign all instruments which require his/her signature
  - shall perform all duties incident to the office
  - shall have such other powers and duties as may from time to time be assigned by the Board of Directors
- b) The Vice-President:
- shall be vested with all the powers and shall perform all the duties of the President in his/her absence
  - shall have such other powers and duties as may from time to time be assigned by the Board of Directors
- c) The Secretary:
- shall be responsible for issuing notices for all meetings of the members and Directors
  - shall have charge of the minute book
  - shall sign with other signing officer(s) of the Co-op such instruments as require his/her signature
  - shall perform such other duties as the Board may from time to time determine
- d) The Treasurer:
- shall have care and custody of all the funds and securities of the Co-op and shall be responsible for depositing the same in the name of the Co-op in such a bank or other depository as determined by the Board
  - shall be responsible for all books and accounts of the Co-op and present statements of the condition of the Co-op finances from time to time to the Board of Directors
  - shall sign or countersign such instruments as require his/her signature
  - shall perform such other duties as the Board may from time to time determine

Article VI (continued)            **Officers**

4. The Directors shall from time to time appoint a Co-ordinator and may delegate to him/her full authority to manage and direct the affairs of the Co-op (except such matters and duties as by law must be transacted or performed by the directors or by the members); and, to employ, discharge and fix the wages or salaries of other agents or employees of the Co-op. The co-ordinator shall conform to all lawful orders given him/her by the directors. He/she shall at all reasonable times give to the directors all information and advice they may require regarding the affairs of the Co-op.
5. If the office of the President, Vice-President, Treasurer or Secretary becomes or is vacant, the Directors, by resolution, may elect or appoint an officer to fill the vacancy.

## Article VII

### **Dissolution**

The Co-op shall be a non-profit corporation. If the Co-op dissolves, all monies after creditors are paid shall be donated to one or more registered charitable corporations.

## Article VIII

### **Borrowing Powers**

1. The directors may from time to time:
  - a) borrow money on the credit of the Co-op;
  - b) charge mortgage, hypothecate or pledge all or any of the real or personal property of the Co-op including book debts, rights, powers, franchises, and undertaking, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Co-op.
2. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Co-op possessed by its directors or officers independently of a borrowing bylaw.

## Article IX

### **Auditors**

1. The members at each Annual Meeting shall appoint an auditor who is familiar with co-op accounting and practice. The auditor when appointed shall hold office until the next Annual Meeting, and if an appointment is not made the auditor in office shall continue until a successor is appointed. The remuneration of the auditor shall be fixed by the directors.
2. The auditor shall at all reasonable times have access to the books, accounts and vouchers of the Co-op and may require from the directors and officers such information and explanations as may be necessary for the performance of his/her duties.
3. The auditor shall make a report to the members on the financial statement to be laid before the Co-op at each annual meeting during the term of office and shall state in this report whether in his/her opinion the financial statement referred to therein presents fairly the financial position of the Co-op and the results of its operations for the period under review.

## Article X

### **Cheques, Drafts, and Notes**

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer(s) in such manner as the directors may from time to time designate.

## Article XII

### **Execution of Instruments**

1. Contracts, documents, and instruments in writing requiring the signature of the Co-op may be signed by the president, vice-president, secretary or treasurer, and all instruments so signed shall be binding on the Co-op without any further authorization or formality. The directors shall have the power from time to time by resolution to

appoint any officer(s) or person(s) to sign contracts, documents, and instruments in writing generally or specifically on behalf of the Co-op.

2. The seal of the Co-op shall be in the custody of the Co-ordinator and may when required be affixed by him/her or by any officer or person appointed by resolution of the directors to contracts, documents, and instruments in writing signed as aforesaid.

### Article XIII                      **Fiscal Year**

1. The financial or fiscal year of the Co-op shall terminate on the 31<sup>st</sup> day of July in each year.

### Article XIV                      **Amendments**

1. The directors may from time to time make or amend these bylaws provided the bylaws made or amended are not contrary to the letters patent, supplementary letters patent, or the Co-operative Corporations Act of Ontario. Such aforesaid additions, repeals, or amendments will be effective only until the next members meeting at which time, after proper notice is given, the members shall confirm or reject the addition, repeal or amendment. The members must pass the amendment by the required two-thirds majority. If the amendment is rejected, it becomes null and void.
2. Bylaws of the Co-op may be amended at a General Members' meeting provided that proper notice of the intended amendment is given. The amendment must be confirmed by a two-thirds majority of the members present at the meeting.
3. It shall be the duty of the secretary to file a copy of these bylaws and every subsequent bylaw of the Co-op and every amendment thereto certified by the president and the secretary with the seal of the Co-op with the Minister of Consumer and Commercial Relations.

**Certified to be a true copy of the General Bylaws of Ashworth Square Co-operative Inc.  
Enacted by the Board of Directors and confirmed by a vote of two-thirds of the  
members present at a meeting duly called for considering the bylaws held on the  
fourth day of February 1980.**

**Approved By the Board of Directors                      September 28, 2011  
Approved at the Annual General Meeting                  November 21, 2011**