



**Garderie Jolys Co-op Inc.**

**BY LAWS**

(COMMUNITY SERVICE)  
(R2001-06-22)

## **BY-LAW PRECEDENTS**

### **Section One INTERPRETATION**

- 1.01 Definitions

### **Section Two BUSINESS OF THE COOPERATIVE**

- 2.01 Registered Office
- 2.02 Corporate Seal
- 2.03 Financial Year
- 2.04 Execution of Instruments
- 2.05 Financing Arrangements
- 2.06 Voting Rights in Other Bodies Corporate
- 2.07 Information Available to Members

### **Section Three DIRECTORS**

- 3.01 Number of Directors and Quorum
- 3.02 Personal Qualifications
- 3.03 Membership Qualification
- 3.04 Election and Term
- 3.05 Removal of Directors
- 3.06 Ceasing to Hold Office
- 3.07 Vacancies
- 3.08 Exercise of Authority
- 3.09 Resolution in Writing
- 3.10 Meetings by Telephone and Other Electronic Means
- 3.11 Time and Place of Meetings
- 3.12 Notice of Meeting
- 3.13 Meeting of New Board
- 3.14 Adjourned Meeting
- 3.15 Regular Meetings
- 3.16 Chairperson
- 3.17 Votes to Govern
- 3.18 Conflict of Interest
- 3.19 Remuneration and Expenses
- 3.20 Reports

**Section Four**  
**COMMITTEES AND OFFICERS**

- 4.01 Committee of Directors
- 4.02 Transaction of Business
- 4.03 Advisory Committee
- 4.04 Procedure
- 4.05 Officers, Powers and Duties
- 4.06 Variations of Powers and Duties
- 4.07 Term of Office
- 4.08 Powers and Duties and Remuneration of Officers
- 4.09 Conflict of Interest
- 4.10 Agents and Attorneys
- 4.11 Fidelity Bonds

**Section Five**  
**DUTY OF CARE AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 5.01 Duty of Care of Directors and Officers
- 5.02 No Exculpation
- 5.03 Indemnity
- 5.04 Insurance
- 5.05 Dissent

**Section Six**  
**MEMBERSHIPS AND TRANSFERS**

- 6.01 Membership Fee
- 6.02 Membership Certificates
- 6.03 Membership Qualifications
- 6.04 Application and Approval of Membership
- 6.05 Transfer of Membership
- 6.06 Members Obligations
- 6.07 Deceased Members
- 6.08 Lien for Indebtedness
- 6.09 Non-Recognition of Trusts
- 6.10 Withdrawal of Members
- 6.11 Termination of Membership for Cause
- 6.12 Notice of Termination
- 6.13 Right to Appeal
- 6.14 Termination by Meeting of Members

**Section Seven  
JOINT MEMBERSHIP**

- 7.01 Joint Membership
- 7.02 Statement of Interest
- 7.03 Voting
- 7.04 Withdrawal of Membership
- 7.05 Notice
- 7.06 Director

**Section Eight  
ALLOCATION OF SURPLUS**

- 8.01 General Reserve
- 8.02 Transfer to Reserves and Elimination of Deficits
- 8.03 Use of Surplus
- 8.04 Deficits

**Section Nine  
MEETINGS OF MEMBERS**

- 9.01 Annual Meetings
- 9.02 Special Meetings
- 9.03 Place of Meetings
- 9.04 Electronic Meetings
- 9.05 Notice of Meetings
- 9.06 Meetings without Notice
- 9.07 Chairperson, Secretary and Scrutineers
- 9.08 Persons Entitled to be Present
- 9.09 Quorum
- 9.10 Right to Vote
- 9.11 Votes to Govern
- 9.12 Show of Hands
- 9.13 Ballots
- 9.14 Adjournment
- 9.15 Resolution in Writing

**Section Ten**  
**NOTICES**

- 10.01 Method of Giving Notices
- 10.02 Computation of Time
- 10.03 Undelivered Notices
- 10.04 Omissions and Errors
- 10.05 Persons Entitled by Death or Operation of Law
- 10.06 Waiver of Notice

**Section Eleven**  
**BY-LAWS**

- 11.01 Amendment, Repeal and Replacement
- 11.02 Effective Date

**By-laws**  
**Section One**  
**INTERPRETATION**

**Definitions**

1.01 In the by-laws of the Cooperative, unless the context otherwise requires

**"Act"** means The Cooperatives Act, and any statute that may be substituted therefor, as from time to time amended;

**"appoint"** includes **"elect"** and vice versa;

**"articles"** means the articles of the Cooperative;

**"board"** means the board of directors of the Cooperative;

**"by-laws"** means these by-laws and all other by-laws of the Cooperative and all amendments, additions, deletions or replacements thereof from time to time in force and effect;

**"Cooperative"** means the Cooperative which passes these by-laws;

**"entity"** means a body corporate, a trust, a partnership, a fund or an unincorporated organization;

**"meeting of Members"** means an annual meeting of members or a special meeting of members;

**Definitions** (Continued)

**“member”** means a person having rights through a membership interest in the Cooperative in accordance with the Act, articles and bylaws.

**“ordinary resolution”** means a resolution passed at a meeting of the Cooperative or of its directors by a majority of the votes cast by or on behalf of the persons at the meeting who are entitled to vote in respect of the resolution.

**“person”** means an individual or an entity, and includes a legal representative;

**“recorded address”** means in the case of a member, the address of the member as recorded in the members' register; and in the case of a director, officer, auditor, or member of a committee of the board, the latest address of such persons as recorded in the records of the Cooperative; and in the case of a joint membership, the address appearing in the members' register in respect of such joint holding or the first address so appearing if there are more than one;

**“signing officer”** means, in relation to any instrument, any person authorized to sign the same on behalf of the Cooperative by the by-laws or by a resolution passed pursuant thereto;

**“special resolution”** means a resolution passed at a meeting of the Cooperative or of its directors by 2/3 of the votes cast by or on behalf of the persons at the meeting who are entitled to vote in respect of the resolution;

**“surplus”** of the Cooperative for any financial year of the Cooperative, means the amount that remains after deducting from its operating revenue, charges to members and patrons, and other revenue in that financial year,

(a) its operating expenses and losses in that financial year, including proper allowances for depreciation, for expenses incurred but not paid and for other proper charges against its operations, and

(b) that financial year or in respect of that financial year and not made in a previous year.

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.



**Section Two**  
**BUSINESS OF THE COOPERATIVE**

**Registered Office**

2.01 The Registered Office of the Cooperative shall be at such place in Manitoba as the articles or a subsequent special resolution of the members may provide.

**Corporate Seal**

2.02 The corporate seal of the Cooperative, if any, shall be in the form determined by the board.

**Financial Year**

2.03 The financial year of the Cooperative shall end on such date as may be fixed by the board.

**Execution of Instruments**

2.04 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Cooperative by two persons, one of whom holds the office of president, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office established by resolution of the board. In addition, the board may from time to time direct the manner in which the designated person or persons may or shall sign any particular instrument or class of instruments. Any signing officer may affix the corporate seal, if any, to any instrument requiring the same.

**Financing Arrangements**

2.05           The financial business of the Cooperative including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such credit unions, credit union centrals, banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

**Voting Rights in Other Bodies Corporate**

2.06           The signing officers of the Cooperative may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Cooperative. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

**Information Available to Members**

2.07 Subject to the provisions of the Act, no member shall be entitled to discovery of any information respecting any details or conduct of the Cooperative's business which, in the opinion of the board, it would be inexpedient in the interest of the members or the Cooperative to communicate to the public. The board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Cooperative or any of them shall be open to the inspection of members and no member shall have any right of inspecting any account, record or document of the Cooperative except as conferred by the Act or authorized by the board or by resolution passed at a general meeting of members.

Nothing herein shall restrict the right of a member to inspect the records of the Cooperative as to the affairs of the Cooperative as is granted by Subsection 29(1) of the Act.

### **Section Three**

### **DIRECTORS**

#### **Number of Directors and Quorum**

3.01        The number of directors shall be the number stated in the articles or where the articles state a minimum and maximum, the board shall by resolution establish the number of directors within the minimum and maximum stated in the articles. Once the number of directors is set, the number shall not be reduced for the purpose of obtaining a quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors.

#### **Personal Qualifications**

3.02        No person shall be a director if that person

- (a)    is less than 18 years of age;
- (b)    is of unsound mind and has been so found by a court in Canada or elsewhere;
- (c)    is not an individual;
- (d)    has the status of a bankrupt;
- (e)    is an employee of the Cooperative; or
- (f)    Is in arrears with respect to any amounts due to the cooperative.

**Membership Qualification**

3.03 No person shall be a director unless that person or a body corporate of which that person is an officer, director or member is a member of the Cooperative and unless that person or that corporation supports the business and the affairs of the Cooperative, and unless that person or that corporation complies with any other applicable requirements set out in the by-laws.

**Election and Term**

3.04 (a) The election of directors shall take place at the first meeting of members and at each annual meeting of members thereafter. At the annual meeting of members to be held in 2002, 5 directors shall be elected of whom the 2 receiving the highest number of votes shall hold office until the close of the 3<sup>rd</sup> annual meeting of its members following their election and the 2 next in order in respect of votes shall hold office until the close of the 2<sup>nd</sup> annual meeting of its members following their election, and the 1 next in order in respect of votes shall hold office until the close of the next annual meeting of its members following their election. At each subsequent annual meeting, directors elected to replace those whose term of office has expired shall hold office for 3 years.

**Election and Term** (3.04 continued)

(b) Retiring directors, if qualified, shall be eligible for re-election. Nomination for the office of director may be made verbally or in writing by any member present at the meeting. A nominating committee may be appointed by the board before the meeting or by the members at a meeting of the members to place nominations for the office of director before the meeting, provided that the report of the committee may be added to by further nominations which may be made verbally or in writing by any member present at the meeting.

(c) The election of directors shall be by secret ballot. Three (3) scrutineers who are not nominees for directors shall be appointed by the chairperson or by the meeting for the purpose of ascertaining and declaring the results of the election for the office of director. On the first ballot the candidates up to the number to be elected receiving the highest number of votes cast shall be declared elected. In the case of a tie between or among the last candidates to be declared elected;

(i) their names shall be submitted to a second ballot to be taken in the manner prescribed by the chairperson, or;

(ii) where it is not practical to hold a run off election, the directors who have already been elected in the election and any directors whose terms of office do not end at or before the end of the meeting at which the election is held shall determine which of the two individuals is to be elected.

### **Removal of Directors**

3.05 Subject to the provisions of the Act, the members may, by ordinary resolution at a special meeting, remove any director from office and the vacancy created by such removal may be filled at the same meeting or, if not so filled, may be filled by the directors.

### **Ceasing to Hold Office**

3.06 A director ceases to hold office when the director

- (a) dies or resigns;
- (b) is removed from office by the members at a special meeting of the members;
- (c) becomes disqualified from being a director; or
- (d) is absent from 3 consecutive regular meetings of the board, unless in the discretion of the other directors, the circumstances resulting in the absence of the director were beyond his or her control.

### **Vacancies**

3.07 Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the required number of directors or from a failure of the members to elect the required number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the required number of directors, the board shall forthwith

**Vacancies** (3.07 continued)

call a special meeting of members to fill the vacancy. If the board fails to call such a meeting or if there are no such directors then in office, any member may call the meeting. A director elected to fill a vacancy shall serve the balance of the term of the director whose cessation of office caused the vacancy.

**Exercise of Authority**

3.08 Except as otherwise provided by the by-laws, the powers of the board or of a committee of the board may be exercised by resolution passed at a meeting at which a quorum is present. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board or of a committee of the board so long as a quorum remains in office.

**Resolution in Writing**

3.09 The powers of the board or of a committee of the board may be exercised by a resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the board or of a committee of the board and the resolution shall

(a) be effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution; and

(b) be kept with the minutes of the proceedings of the directors or committee of directors as the case may be.



### **Meetings by Telephone or Other Electronic Means**

3.10 Directors may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

### **Time and Place of Meetings**

3.11 Meetings of the board shall be held at such time and place in Canada as the board, or failing determination by the board, the president or any two directors may determine.

### **Notice of Meeting**

3.12 Notice of the time and place of each meeting of the board shall be given in the manner provided by the by-laws to each director not less than 5 days before the time when the meeting is to be held if the notice was delivered personally to each director or by means of transmitted or recorded communication and not less than 10 days if notice is given by any other method. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of auditor;

**Notice of Meeting** (3.12 continued)

- (c) issue securities, except in the manner and on the terms authorized by the board;
- (d) approve any financial statement of the Cooperative of a kind referred to in section 257 of the Act; or
- (e) enact, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

**Meeting of New Board**

3.13        Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

**Adjourned Meeting**

3.14        Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**Regular Meetings**

3.15 The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

**Chairperson**

3.16 The chairperson of any meeting of the board shall be the president, or in his or her absence a vice-president who is a director and who is chosen by the directors to be chairperson. If no such officer is present, the directors present shall choose one of their number to be chairperson.

**Votes to Govern**

3.17 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting-vote.

**Conflict of Interest**

3.18 A director or officer who is a party to a material contract or proposed material contract with the Cooperative, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the cooperative, shall disclose in writing, or request to have entered in the minutes of meetings of directors, the nature and extent of that interest at the time

**Conflict of Interest** (3.18 continued)

and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board or members for approval even if the contract is one that in the ordinary course of the Cooperative's business would not require approval by the board or members, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act. A director or officer need not disclose an interest in a contract that is required between the Cooperative and its members if the contract is on the same terms as are generally available to its members.

**Remuneration and Expenses**

3.18        The directors shall not be paid such remuneration for their services. The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Cooperative in any other capacity, except as a regular employee of the Cooperative, and receiving remuneration therefor.

**Reports**

3.20        The board shall submit or cause to be submitted to the annual general meeting of the Cooperative;

- (a)    a report as to the affairs of the Cooperative and the business carried on by the Cooperative.

**Reports** (3.20 continued)

(b) The financial statements prepared in accordance with generally accepted accounting principles. The financial statements shall be accompanied with the auditor's report unless the membership have dispensed with the services of an auditor in accordance with the Act.

In addition, it shall be the responsibility of the board to keep the members informed as to the affairs of the Cooperative and to encourage interest, discussion and support on the part of the members throughout the year by presenting periodic reports to the members as to the affairs of the Cooperative and the condition of its business.

## **Section Four COMMITTEES AND OFFICERS**

### **Committee of Directors**

4.01        The board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of directors has no authority to exercise.

### **Transaction of Business**

4.02        The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Canada.

### **Advisory Committee**

4.03        The board may, from time to time, appoint such other committees as it may deem advisable, but the functions of such other committees shall be advisory only.

### **Procedure**

4.04        Unless otherwise determined by the board, each committee shall have the powers to fix its quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure.

**Officers, Powers and Duties**

4.05        The board may designate the officers of the Cooperative and, from time to time, appoint from among the directors a president and one or more vice-presidents and may also appoint a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The secretary and the treasurer may, but need not be, a director, and one person may hold more than one office. The board may specify the duties of and, in accordance with the by-laws and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Cooperative. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

**Variations of Powers and Duties**

4.06        The board may, subject to the provisions of the Act, vary, add to, or limit the powers and duties of any committee or officer.

**Term of Office**

4.07        The board, in its discretion, may remove any officer of the Cooperative, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until the officer's successor is appointed.

**Powers, Duties and Remuneration of Officers**

4.08 The powers, duties and the remuneration of officers appointed by the board shall be settled by it from time to time.

**Conflict of Interest**

4.09 Any interest an officer has in any material contract or proposed material contract with the Cooperative shall be disclosed by the officer in accordance with the provisions of the Act.

**Agents and Attorneys**

4.10 The board may from time to time appoint agents or attorneys for the Cooperative in or outside Canada with such powers of management or otherwise, including the power to sub-delegate, as may be thought fit.

**Fidelity Bonds**

4.11 The board may require such officers, employees and agents of the Cooperative as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.



**Section Five**  
**DUTY OF CARE AND PROTECTION OF DIRECTORS, OFFICERS AND**  
**OTHERS**

**Duty of Care of Directors and Officers**

5.01 Directors and officers of the Cooperative, in exercising their powers and discharging their duties, shall

(a) act honestly and in good faith with a view to the best interests of the Cooperative; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**No Exculpation**

5.02 No provision in a contract, unanimous agreement, the articles, the by-laws or a resolution relieves directors or officers from the duty to act in accordance with the Act and the regulations, or relieves them from liability for any breach thereof.

**Indemnity**

5.03 Subject to the limitations contained in the Act, the Cooperative shall indemnify directors or officers, former directors or officers, or persons who act or acted at the Cooperative's request as directors or officers of a body corporate of which the Cooperative is or was a member, shareholder or creditor, or persons who undertake or have undertaken any liability on behalf of the Cooperative or any such body corporate, and their heirs and legal representatives, against all costs, charges

**Indemnity** (5.03 continued)

and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been directors or officers of the Cooperative or such body corporate, if

- (a) they acted honestly and in good faith with a view to the best interests of the Cooperative; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

**Insurance**

5.04 Subject to the limitations contained in the Act, the Cooperative may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

**Dissent**

5.05 Directors are deemed to have consented to any resolution passed or action taken at a meeting of the board or a committee of the board unless they record their dissent within the time and in the manner provided by the Act.

**Section Six**  
**MEMBERSHIPS AND TRANSFERS**

**Membership Fee**

6.01        The amount of the membership fee shall be \$10. The membership fee is not refundable, and shall be used for the general purposes of the Cooperative.

**Membership Certificates**

6.02        Every member of the Cooperative shall be entitled, upon request and without payment, to a certificate signed in accordance with the by-laws, stating that the member is a member of the Cooperative.

**Membership Qualifications**

6.03        Membership in the Cooperative is open to all persons who can reasonably use the services or support the objectives of the Cooperative and are of the full age of 16 years.

**Application and Approval of Memberships**

6.04        No person shall become a member of the Cooperative unless;

(a)    that person submits a written application for membership which is approved by the board or by a person authorized by a resolution of the board to approve membership applications; and

(b) that person has paid the membership fee as specified in section 6.01 of the by-laws.

**Transfer of Membership**

6.05 (a) No transfer of a membership in the Cooperative shall be registered in the members' register of the Cooperative unless a written application for membership by the transferee has been approved and the transfer has been authorized by a resolution of the board or by a person authorized by resolution of the board to approve applications and transfers of that kind. Subject to compliance with the Act and the by-laws, upon approval of the transferee and authorization of the transfer, notification of the approval shall be sent to the transferee and the name of the transferee shall be entered in the members' register.

(b) Subject to the provisions of the Act and the by-laws, no transfer of membership shall be registered in the members' register except upon presentation of a transfer duly executed by the registered holder or by the registered holder's attorney or successor duly appointed together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of any applicable taxes and fees, upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien of the Cooperative on the member's interest in the Cooperative.

**Members Obligations**

6.06 A member shall support and promote the business and the affairs of the Cooperative and shall be bound by the by-laws and policies of the Cooperative and a unanimous agreement of the members.

### **Deceased Members**

6.07 In the event of the death of a holder or one of the joint holders of any membership, the Cooperative shall not be required to make any entry in the members' register, or make any payment, in respect thereof, except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Cooperative and its transfer agents, if any.

### **Lien for Indebtedness**

6.08 The lien of the Cooperative on any interest of a member in the property of the Cooperative and on any sum payable by the Cooperative to the member, for a debt of that member to the Cooperative, may be enforced by any action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Cooperative may refuse to register a transfer of or acknowledge any assignment of any interest or any sum payable affected by the lien.

### **Non-Recognition of Trusts**

6.09 Subject to the provisions of the Act, the Cooperative shall treat as absolute owner of any membership or other interest in the Cooperative the person in whose name it is registered or recorded on the books of the Cooperative as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Cooperative's records or on any membership certificate.

### **Withdrawal of Members**

- 6.10 (a) A member may withdraw from the Cooperative by giving to the secretary of the Cooperative 3 months' notice of the intention to withdraw. The board may, by resolution, accept any application for withdrawal upon shorter notice.
- (b) The death of a member shall have the same force and effect as notice of withdrawal.
- (c) Winding-up and dissolution proceedings in respect of a body corporate that is a member of the Cooperative shall have the same force and effect as notice of withdrawal.

### **Termination of Membership for Cause**

6.11 If a member's conduct is considered to be detrimental to the welfare of the Cooperative, the board may, by a special resolution passed by the directors at a meeting called to consider the resolution, terminate the membership of the member for cause. The member shall receive at least 7 days' notice of the meeting at which the resolution is to be considered, together with a statement of the grounds upon which the membership of the member is proposed to be terminated and is entitled to appear, either personally or by or with an agent or counsel, to make submissions at the meeting.

### **Notice of Termination**

6.12 Within 7 days after the date on which the resolution to terminate the membership of a member is passed, the Cooperative shall, in the same manner as that provided for the giving of notice of a meeting of members, notify the person whose membership was terminated.

**Right to Appeal**

6.13 A person whose membership is terminated for cause by a special resolution of the board may appeal the decision in accordance with the Act.

**Termination by Meeting of Members**

6.14 A meeting of members may, by special resolution, terminate the membership of a member.

## **Section Seven**

### **JOINT MEMBERSHIP**

#### **Joint Membership**

7.01 Subject to the Act and by-laws, two or more persons may apply for joint membership in the Cooperative.

#### **Statement of Interest**

7.02 If two or more persons are registered as joint holders of any membership, the Cooperative shall not be bound to issue more than one statement showing the interest of the membership in the Cooperative or no more than one membership certificate, and the delivery of such statement or certificate to one of such persons shall be sufficient delivery to all of them.

#### **Voting**

7.03 Each joint membership shall have one vote. The two or more persons who hold the membership jointly shall vote as one the membership jointly held by them. The signature of any one of the two or more persons holding a joint membership on a written resolution, as defined in section 9.15 of the by-laws, shall be sufficient signature for all of them.

#### **Withdrawal of Membership**

7.04 (a) Subject to the Act and by-laws, an application for withdrawal of joint membership shall be in writing and signed by all surviving joint holders of such membership.



**Withdrawal of Membership** (7.04 continued)

(b) The death of one of the joint holders of a membership shall not have the same force and effect as notice of withdrawal.

**Notice**

7.05 If two or more persons are registered as joint holders of a membership in the Cooperative, any notice shall be addressed to all of such joint holders but notice to one of such persons shall be sufficient notice to all of them.

**Director**

7.06 Only one joint holder of a membership may be a director of the Cooperative at any one time.

**Section Eight**  
**ALLOCATION OF SURPLUS**

**General Reserve**

8.01        There shall be a general reserve of the Cooperative known as the General Reserve.

**Transfer to Reserves and Elimination of Deficits**

8.02        Before any distribution of surplus is made, such part thereof as may be necessary for those purposes shall be appropriated for, and transferred to, reserves duly established by the by-laws or by resolution passed by the members at a general meeting, and shall be used to retire all or a portion of the deficits of the Cooperative previously incurred as the board shall determine.

**Use of Surplus**

8.03        The Cooperative is being operated entirely for purposes of community service. No patronage return shall be paid by the Cooperative and subject to subsection 8.02, the surplus of the Cooperative in any fiscal year shall be used for the purposes of the Cooperative or donated for community welfare as the board shall determine.

**Deficits**

8.04        If the calculation of surplus in accordance with the Act produces a negative amount, this amount shall be the deficit of the Cooperative for that fiscal year. The board shall determine whether to carry the deficit forward and deduct it from surpluses accruing in subsequent fiscal years of the Cooperative in accordance with these by-laws, or charge the deficit against the General Reserve, or charge part of the deficit against the General Reserve and carry the balance forward.

**Section Nine**  
**MEETINGS OF MEMBERS**

**Annual Meetings**

9.01           The directors of the Cooperative shall call an annual meeting of members not later than 18 months after the Cooperative comes into existence, and subsequently not later than 15 months after holding each preceding annual meeting. Subject to the by-laws, the annual meeting shall be held at such time and at such place as the board may from time to time determine for the purpose of considering the annual report of the directors, the financial statements, the auditor's report, the election of directors, the reappointment of the incumbent auditor and any other business authorized by the by-laws to be transacted at an annual meeting.

**Special Meetings**

- 9.02           (a)    The board may at any time call a special meeting of members; or
- (b)   20% of the members who have the right to vote at a meeting sought to be held may by written requisition require the directors to call a meeting of members for the purposes stated in the requisition.

**Place of Meetings**

9.03           Meetings of members shall be held at the registered office of the Cooperative or elsewhere in the area being served by the Cooperative as the board may determine.

**Electronic Meeting**

9.04        A member may attend a meeting of the Cooperative by means of telephonic, electronic or other communication facility if the facility permits all participants to communicate adequately with each other during the meeting.

**Notice of Meetings**

9.05        (a)    Notice of the time and place of each meeting of members shall be given in the manner provided by the by-laws not less than 14 days nor more than 30 days before the date of the meeting.

(b)    The notice shall be given to each director, to the auditor, and to each member registered in the records of the Cooperative at the close of business on the day immediately preceding the day on which the notice is given, unless a different record date is fixed in accordance with the Act.

(c)    Notice of a meeting of members called for any purpose other than the consideration of the annual report of the directors, the financial statement, the auditor's report, the election of directors, the reappointment of the incumbent auditor and any other business authorized by the by-laws to be transacted at an annual meeting, shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgement thereon, and shall state the text of any special resolution to be submitted to the meeting or, if the full text is too lengthy for convenient inclusion in the notice, a summary thereof.

**Notice of Meetings** (9.05 continued)

(d) A member may, in any manner, waive notice of or otherwise consent to a meeting of members.

(e) Failure to receive a notice does not deprive a member of the right to vote at the meeting.

**Meetings Without Notice**

9.06 A meeting of members may be held without notice at any time and place permitted by the Act if all members entitled to vote thereat are present in person and none of them object to the meeting being held, or if those not present waive notice of or otherwise consent to such meeting being held, and if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held. At such meeting any business may be transacted which the Cooperative at a meeting of members may transact.

**Chairperson, Secretary and Scrutineers**

9.07 (a) The chairperson of any meeting of members shall be one of the following individuals who is present at the meeting; the president or a vice-president of the Cooperative, or some other person appointed by the members at the meeting.

(b) If the secretary of the Cooperative is absent from a meeting of members, the chairperson of the meeting shall appoint some person to act as secretary of the meeting.

**Chairperson, Secretary and Scrutineers** (9.07 continued)

(c) The members at a meeting of members or the chairperson of the meeting with the consent of the meeting shall appoint scrutineers for the purpose of ascertaining and declaring the results of any ballot taken.

**Persons Entitled to be Present**

9.08 The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, auditors of the Cooperative and others who are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on invitation of the chairperson of the meeting or with the consent of the meeting.

**Quorum**

9.09 A quorum for the transaction of business at any meeting of members shall be a number of members equal to 50% of the number of members entitled to vote at meetings of members, or equal to the number of directors plus 5, whichever is the lesser.

**Right to Vote**

9.10 Every person, who as of the record date is entered in the members' register, shall be entitled to vote at a meeting of members.

**Votes to Govern**

9.11 At any meeting of members, every question shall, unless otherwise required by the Act, articles or the by-laws, be determined by the majority of the votes cast on the question. In case of an equality of votes, the motion shall be lost.

**Show of Hands**

9.12 Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

**Ballots**

9.13 On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, the result of the ballot shall be the decision of the members upon the said question.



**Adjournment**

9.14 If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

**Resolution in Writing**

9.15 A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

## **Section Ten**

### **NOTICES**

#### **Method of Giving Notices**

- 10.01 (a) This subsection applies to any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a member, director, officer, auditor or to a member of a committee of the board.
- (b) Any notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's recorded address or if mailed to the person at the person's recorded address by prepaid ordinary or air mail or if sent to the person's recorded address by means of prepaid transmitted or recorded communication, or by insertion of the notice in a newspaper or other publication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be presumed to have been received at the time it would be delivered in the ordinary course of mail; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so published in a newspaper or other publication shall be deemed to have been given at the time the publication containing the notice is distributed in the ordinary course.

**Method of Giving Notices** (10.01 continued)

(c) Any electronic notice shall be sufficiently given if the member asks or agrees to receive it electronically and the method of sending or giving permits the member to have easy access to the notice and to retain it in a permanent form.

(d) The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

**Computation of Time**

10.02 In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**Undelivered Notices**

10.03 If any notice given to a member pursuant to this section is returned on 3 consecutive occasions because the member cannot be found, the Cooperative shall not be required to give any further notices to such member until the member informs the Cooperative in writing of his or her new address.

**Omissions and Errors**

10.04        The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**Persons Entitled by Death or Operation of Law**

10.05        Every person who, by operation of law, transfer, death of a member or any other means whatsoever, shall become entitled to membership in the Cooperative, shall be bound by every notice in respect thereof which shall have been duly given to the member from whom such person derives title to such membership prior to such person's name and address being entered in the members' register (whether such notice was given before or after the happening of the event upon which that person became so entitled) and prior to the person furnishing to the Cooperative the proof of authority or evidence of the person's entitlement prescribed by the Act.

**Waiver of Notice**

10.06        Any member, director, officer auditor or member of a committee of the board, may, at any time, waive any notice or waive or abridge the time for any notice required to be given to that person. Such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of members or of the board, which may be given in any manner.

**Section Eleven**  
**BY-LAWS**

**Amendment, Repeal and Replacement**

11.01 Subject to the Act and the Articles, the by-laws may be amended, repealed and replaced by

- (a) the members by ordinary resolution; or
- (b) the directors by ordinary resolution, but any by-law so enacted, amended, or repealed must be submitted to the members at the next meeting of members for confirmation, rejection, or amendment.

**Effective Date**

11.02 The by-laws or any amendment or repeal shall come into force in accordance with the Act on the day the resolution approving the by-laws is passed or the day specified in the by-laws or resolution, whichever is later

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I, Louise Hébert, of St-Pierre-Jolys in the Province of Manitoba, Secretary of Garderie Jolys Co-op Inc. hereby certify that the foregoing are the by-laws of the Cooperative.

27-11-2002  
Date

Louise Hébert  
Secretary