



Rules of the Co-op

DEFINITIONS

1. In these Rules, unless the context otherwise requires, words importing the singular include the plural, and vice versa, and words importing persons include corporations.
2. Act means the Cooperative Association Act; and “director”, “extraordinary resolution”, “memorandum”, “officer”, and “rules” have the meaning assigned to them in the Act.
3. “Association” and “Cooperative” both mean the Kootenay Carshare Cooperative.

MEMBERSHIP

4. Any person who is over the age of 16 may make application in writing to the Board of Directors for membership.
5. The Board of Directors, or a person or persons designated by the Board of Directors, shall approve, refuse or postpone every application, keep a record of the disposition of the application and notify the applicant of the disposition of the application.
6. Every person admitted to membership shall be deemed to have subscribed and shall pay for and have agreed to continue to hold the number of shares required to be held by a member under these Rules.
7. A member who is under 18 years of age is subject to all the obligations and rights of membership, but may not be a member of the Board of Directors or an officer of the Cooperative.
8. A member shall be deemed to have applied to withdraw from the Cooperative if the member ceases to participate in the programs and activities of the Association for more than one year.
9. The Board of Directors may also consent to a withdrawal in any other case where it seems just and equitable.
10. Where a member is charged with conduct detrimental to the Cooperative, the member may be expelled from membership by an extraordinary resolution of the Cooperative. Conduct detrimental to the Cooperative shall include a breach of these Rules by the member.
11. A member making a charge of conduct detrimental to the Cooperative shall lodge with the Board of Directors full particulars thereof, in writing, signed by the member.
12. The member charged with conduct detrimental to the Cooperative shall be furnished by the Board of Directors with a copy of the particulars at least two (2) weeks prior to the general meeting of the Cooperative at which the extraordinary resolution is to be considered.
13. The notice calling the meeting shall state that a charge has been made and specify

the names of the members concerned.

14. A member so expelled shall not be again admitted to membership except by an extraordinary resolution of the Cooperative.

SHARES

15. Shares in the Co-op shall be paid in full in cash.

16. Each member shall hold a minimum of one share. No member shall hold more than 30% of the shares which are issued and outstanding.

17. No member shall receive any dividend or interest on a share.

18. Every person whose name is entered in the register of members shall, without payment, be entitled to a share certificate in a form approved by the Board of Directors.

19. Shares are not transferable, but may be redeemed by the Cooperative.

20. On termination of membership and repayment or refund of any amount paid on account of shares, the share certificate of the member shall be deemed to be cancelled and the records of the Cooperative noted accordingly.

ANNUAL GENERAL MEETINGS AND DECISION-MAKING

21. The first annual general meeting of the Cooperative shall be held in the third month from the date of incorporation at a time and place as the Board of Directors determines.

22. The Cooperative will hold an annual general meeting within four months of each fiscal year-end. At the commencement of each annual general meeting, each member will be given:

- minutes of the last annual general meeting,
- financial statements for the year as described in Rule 65.

23. The annual general meeting shall be held once in every year at an hour and place determined by the members in annual general meeting, or, in default, determined by the Board of Directors.

24. The Board of Directors shall call a special general meeting on a written requisition signed by not less than 5% of the members.

25. The requisition shall set forth the object of the meeting and shall be deposited at the registered office and distributed to all members. 26. If the Board of Directors has not called the requisitioned meeting within 7 days, the requisitionists may themselves convene a meeting and shall be entitled to be reimbursed by the Board of Directors for all reasonable costs actually incurred in so doing.

27. Every member shall be given 14 days notice of every annual general meeting and every special meeting, specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of the business, but this Rule shall not apply in the case of an adjourned meeting for which notice shall not be required to be given.

28. No business shall be transacted at any general meeting unless a quorum of at least 5% of members, but never less than 3 members, are present when the meeting

proceeds to business.

29. If within 30 minutes from the time appointed for an annual general meeting or a general meeting called by the Board of Directors a quorum is not present it shall be adjourned to the same day and the same time and place one week later. If a quorum is not present within 30 minutes at the adjourned meeting, the members present shall form a quorum, providing there are never fewer than three members present in person. Business at an adjourned meeting shall be only that left unfinished at the meeting from which the adjournment took place.

30. If at the time appointed for a special meeting which has been requisitioned a quorum is not present, the meeting shall be dissolved.

VOTING

31. Decisions of the members and of the Board of Directors may be made by consensus or by majority vote, unless otherwise required by the Act or these Rules.

32. Every member present in person at a meeting shall have one vote only whenever a vote is taken, except that members in arrears with a call on their shares may not vote for Directors or at any general meeting, either personally or by proxy or as a proxy for another member.

33. In the case of vote by show of hands, the results declared by the Chairperson shall be conclusive, unless 3 or more members before or during the declaration of the results demand a poll, in which case a poll shall be taken immediately.

THE BOARD OF DIRECTORS

34. The number of members on the Board of Directors shall be not less than 3 and not more than 7, and may be increased or reduced in an annual general meeting, but the number shall never be less than 3.

35. The first Board of Directors shall consist of those persons who are the subscribers to the memorandum who shall hold office until the conclusion of the first general meeting and thereafter each member of the Board of Directors shall hold office until the conclusion of the annual general meeting at which the member's term of office expires.

36. At the first general meeting there shall be elected to the Board of Directors 5 or more members, half of whom shall be for two year terms, and half of whom shall be elected for one year terms and thereafter the positions for the Board of Directors shall be filled for a two-year term, except that a person elected to fill an unexpired term shall hold office only until the expiry of that term.

37. Any casual vacancy and any vacancy in the Board of Directors may be filled by the Board of Directors with the appointment being valid until the conclusion of the next annual general meeting.

38. A person shall cease to be a member of the Board of Directors if:

- the person ceases to be a member of the Cooperative
- the person is absent from 3 consecutive regularly scheduled meetings of the Board of Directors.

39. The Cooperative may, by extraordinary resolution, remove any Director(s) before the expirations of their term(s) of office, and may appoint another person(s) in their stead.

40. No person prohibited by the Act is eligible to be a member of the Board of Directors.

41. The Board of Directors shall cause all minutes to be made in books provided for the following purposes:

- of all appointments of officers made by them
- of the names of those present at each meeting of the Board
- of Directors or any committee of the Board of Directors
- of all resolutions and proceedings at all meetings of the Cooperative, the Board of Directors, or any committees of the Board of Directors.

42. Members of the Board of Directors, in exercising their powers and performing their functions, shall act honestly and in good faith and in the best interests of the Cooperative, and shall exercise the care, diligence and skill of reasonably prudent persons and shall to the extent consistent with their duties and responsibilities act in accordance with the Policy Book.

43. They shall file with the Registrar in triplicate every extraordinary resolution passed for any purpose required in the Cooperative Association Act.

44. The business of the Cooperative shall be managed by the Board of Directors, which may pay from its funds the expenses of its incorporation and may exercise all its powers subject to the Act and these Rules.

45. The Board of Directors shall choose a Chairperson, Recorder and Treasurer from its number.

46. The appointment and dismissal of the General Manager is the responsibility of the Board of Directors.

47. Any appointed committee shall conform to any regulations the Board of Directors may impose.

48. The Recorder appointed by the Board of Directors shall take regular secretarial minutes as well as help the members evolve and record their decisions.

49. A resolution signed by all members of the Board of Directors shall have the same force and effect as if passed at a meeting of the Board of Directors.

50. The Board of Directors shall serve without remuneration, but the Cooperative in an annual general meeting may determine the amount allowed to Board of Directors members for expenses including lost wages or salary incurred while on business.

51. The Chairperson may, at any time the Chairperson deems necessary and shall on the written requisition of any three members of the Board of Directors, convene a meeting of the Board of Directors.

52. A quorum for Board of Directors meeting shall be 3.

53. All meetings of the Board of Directors shall be held in the Province of BC.

54. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.

55. At the discretion of the Board of Directors, Board of Directors meetings may be open to all members.

56. Where the subject or business for consideration by the Board of Directors is of a

personal nature or where confidentiality is otherwise deemed by the Board of Directors to be in the best interest of the Cooperative or the member(s), the Board of Directors may hold some meetings or parts of meetings in camera.

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FINANCIAL

58. Every member of the Board of Directors having receipt or charge of money shall, before entering on these duties, give security if considered necessary by the Board of Directors.

59. The Board of Directors shall not invest any part of the funds of the Cooperative exceeding the sum of \$40,000 on any one occasion without the sanction of an extraordinary resolution unless the monies are to be invested in security or class of securities in which trustees are permitted to invest or deposit trust funds under the Trustee Act.

60. The Board of Directors may at its discretion raise or borrow or secure the payment of money for the purposes of, but no debentures shall be issued nor shall the amount at any one time owing in respect of money raised, borrowed, or secured exceed the amount of capital subscribed without the sanction of an extraordinary resolution.

61. The Board of Directors shall cause true accounts to be kept all money received and expended and the matter for which that receipt and expenditure takes place, and the assets and liabilities of the Cooperative.

62. The books of accounts shall be kept at the registered office of and may for temporary purposes be kept at another place the Board of Directors think fit, and shall at all reasonable times be open to the inspection of the members.

63. One or more auditors shall be appointed by the Cooperative at its first annual general meeting and at every annual general meeting after, but a casual vacancy in the office of auditor may be filled by the Board of Directors.

64. No Board of Directors member may be appointed or act as auditor.

65. At each annual general meeting, the Board of Directors shall ensure the required financial statements are presented as required by the Act.

66. Every member shall be supplied free of charge with a copy of the financial statements required by the Act.

67. The Board of Directors shall report to the annual general meeting the state of the Cooperative affairs.

68. Should any surplus be realized, that amount will be allocated to special projects OR any surplus shall be used to further the purposes of the cooperative as resolved by the membership in general meeting.

69. A copy of the financial statements required by the Act shall be available to every member at least 14 days before the annual general meeting at which it is to be presented.

DISPUTES

70. Any dispute arising out of the affairs of the Cooperative will be covered by Section 35 of the Act.

NOTICES

71. A notice under the Act or these Rules shall be in writing.

72. Notice may be given to any member by delivering it personally to the member or by sending it by regular post to the members address last shown in the records of the Cooperative.

73. Notice may be given to the Cooperative by mailing it to the registered office of the Cooperative or by delivering it personally to an officer of the Cooperative.

74. Where a notice is sent by post, service of the notice shall be effected by properly addressing, prepaying and posting a letter containing the notice, and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

THE SEAL

75. The seal of the Cooperative shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of the Chairperson and the Recorder, Treasurer or other person the Board of Directors appoints for the purpose; and these 2 shall sign every instrument to which the seal of the Cooperative is affixed in their presence.

76. The Board of Directors shall provide for the safe custody of the seal of the Cooperative, which shall be deposited at its registered office.

ALTERATION OF RULES

77. The Rules may only be altered or added to by extraordinary resolution.

78. Each member on being registered shall be furnished without charge on the request of the member with a copy of the Memorandum and Rules of the Cooperative, and with additional copies on payment of 50 cents for each additional copy.

Signature of the Subscribers to the Memorandum of Association
at least 5 names

full name

Witness to all signatures:

full name full name
home address

full name

full name

full name