OLD GRACE NOT-FOR-PROFIT HOUSING CO-OPERATIVE LTD.

BY-LAWS

I, Carl von Baeyer, of Winnipeg in the Province of Manitoba, President of the Old Grace Not-For-Profit Housing Co-operative Ltd., certify that these are the By-laws of the Co-operative as approved by the members on January 27, 2021.

As filed with the MB Companies Office

BY-LAWS

The By-laws of Old Grace Not-for-profit Housing Co-operative Ltd. were approved by co-op Members on 21 June 2014, and filed with the Financial Institutions Regulation Branch on 11 July 2014.

AMENDMENTS

Approved by OGHC Members, 29 October 2016
- **Section 4.03 Committees**

Approved by OGHC Board of Directors, 11 January 2017
- **Section 3.05 Election and Term**

Approved by OGHC Members, 21 January 2017
- **Section 6.06 Withdrawal of Membership**
- **Section 6.07 Deemed Withdrawal of Membership**
- **Section 6.13 Repurchase of Membership Shares or Repayment of Deposit and Member Loans**

Approved by OGHC Members, 4 November 2017
- **Section 6.01 Membership Qualifications**

Approved by OGHC Members, 4 October 2018
- **Section 2.01 Financial Year**

Approved by OGHC Members, 27 January 2021
- **Section 3.01 Number of Directors**
- **Section 3.05 Election and Term**
- **Section 3.10 Vacancies**
- **Section 4.03 Committees**

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Section One
DEFINITIONS

Definitions

1.01 The following definitions apply in these by-laws:

"Act" means *The Cooperatives Act*, C.C.S.M. c. C223.

"articles" are the articles of the Co-operative and has the same meaning as in the Act**;**

"board" means the board of directors of the Co-operative;

"by-laws" means the by-laws of the Co-operative and all amendments in force and effect;

"Co-operative" means Old Grace Not-For-Profit Housing Co-operative Ltd.;

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

"housing agreement" is the contract signed between a member and the Co-operative that sets out the obligations and rights of a member with respect to occupancy of a residential unit owned or controlled by the Co-operative;

"housing charges" are the sums payable by a member to the Co-operative, under a housing agreement, and on a monthly basis, for the right to occupy a residential unit owned or controlled by the Co-operative;

"meeting of members" means an annual meeting, general meeting or a special meeting of members;

"member" means a person with a membership interest in the Co-operative who has complied with by-law 6.01 and the articles;

"ordinary resolution" has the same meaning as in the Act, but for clarity means a majority vote of persons present at a meeting who are entitled to vote;

"person" means an individual or an entity, and includes a legal representative;

"recorded address" means, in the case of a member, the address (postal or electronic) 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 (postal or electronic) of such persons as recorded in the records of the Co-operative;

"special resolution" has the same meaning as in the Act, but for clarity means at least a two-thirds vote of persons present at a meeting who are entitled to vote;

"surplus" means, for any financial year of the Co-operative, the amount that remains after deducting from revenue all operating expenses (see section 1 of the Act for the technical definition).

Section Two
GENERAL

Financial Year
2.01 The Co-operative's financial year end is December 31st.

Signing Authority & Policies of the Board
2.02 The president, vice-president, secretary and treasurer of the Co-operative have signing authority. The board may by ordinary resolution designate another person(s) as having signing authority or the right to vote on behalf of the Co-operative. The board must record any resolution under this section in the board's minutes. The board may adopt policies related to purchasing, borrowing, confidentiality, and execution of instruments that must be complied with at all times.

Information Available to Members
2.03 Subject to section 29 of the Act:

(a) Every member of the Co-operative is entitled to receive one copy of the articles and by-laws of the Co-operative, including any amendments thereto, and one copy of any resolution passed at a meeting of the Co-operative, including any amendments thereto.

(b) Members are entitled to view or copy information or documents respecting the Co-operative's business unless, in the opinion of the board, such information should be kept confidential.

(c) The board may decide whether it will disclose or make available to inspection an account, record or document of the Co-operative. The board may decide the extent of the disclosure and the time, place, conditions or rules of disclosure.

Amendments to By-laws
2.04 Amendments to the by-laws may be proposed by any member or director of the Co-operative by submitting them to the board. The amendment(s) must then be adopted by ordinary resolution at a meeting of members called at the discretion of the board, but not later than the next annual meeting of members. A copy of any proposed amendment must accompany the notice of meeting at which the amendment will be considered.

Section Three
DIRECTORS

Number of Directors
3.01 A full board of directors consists of eight (8) directors. A change in the number of directors can be made only by ordinary resolution of the members at a meeting thereof and recorded in the minutes of that meeting. For greater clarity: in By-law 3.01 "a meeting of members" means either an annual meeting, general or special meeting, as described in sections 8.01-8.03 of the By-laws.

Quorum
3.02 The quorum for the transaction of business at any meeting of the board is a majority of the number of directors.

Director Qualifications
3.03 A person cannot 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 of law;
(c) is not an individual;
(d) is bankrupt;
(e) is in arrears with respect to payment of housing charges; or

(f) no more than one member from each residential unit can serve on the board at one time.

Directors Must be Members

3.04 A director must be a member of the Co-operative.

Election and Term

3.05 *Directors are elected by members*

(a) Directors are elected by secret ballot at the first meeting of members and at each subsequent annual meeting of members. The candidates for director who receive the highest number of votes cast are declared elected until all vacancies are filled.

Terms of office

(b) Directors are elected to two (2) year terms at each subsequent meeting of members to replace directors whose terms have expired or to fill vacancies on the board. No director can serve for more than three (3) consecutive two-year terms.

Nominating Candidates for Director

3.06 Candidates for director may be nominated both by a nominating committee appointed by the board, if any, before the meeting of members, or at the time of the meeting of members by any member present. For clarity, members may declare their own candidacy.

Tie Votes

3.07 In the case of a tie among candidates on the first ballot, those candidates' names must be submitted to a second ballot organized by the chairperson of the meeting. The same rule applies to subsequent ballots that must be held in the event of a tie.

Ceasing to Hold Office

3.08 A director ceases to hold office when the director:

(a) dies or resigns;
(b) ceases to be a member by withdrawal or termination of membership;
(c) is removed from office by the members at a special meeting under by-law 3.09;
(d) per by-law 3.03, is disqualified from being a director; or
(e) is absent from three (3) consecutive regular meetings of the board, unless in the opinion of the other directors one or more of the absences were justified.

Removal of Directors by Members

3.09 Subject to the Act, the members may by ordinary resolution remove any director from office at a special meeting convened for that purpose. The vacancy created by such removal may be filled by ordinary resolution of the members present at the same special meeting. If not so filled, the directors must call another special meeting, in accordance with the Act.

Vacancies

3.10 Subject to section 194 of the Act,

*Vacancy where board **can** meet quorum*

(a) If the board can meet quorum and a vacancy on the board arises, the directors may either fill the vacancy by ordinary resolution or continue to run the board without filling the vacancy.

*Vacancy where the board **cannot** meet quorum*

(b) If the board cannot meet quorum, or if the vacancy resulted from a failure of the members to elect the required number of directors, the board must call a special meeting of members to fill the vacancy. If the board fails to call the special meeting or if there are no directors, any member may call the special meeting.

Limited term of the replacement director

(c) A person who fills a vacancy on the board may only serve the balance of the term of the

director whose departure created the vacancy.

Exercise of Authority

3.11 *Resolutions*

(a) The board may exercise the powers of the Co-operative, including the borrowing of money, and the provision of security for such borrowing, by passing ordinary resolutions at their meetings.

Vacancies

(b) In the case of a vacancy, the remaining directors of the board may exercise the powers of the Co-operative so long as there is a quorum at their meetings.

Resolutions in Writing

3.12 An ordinary or special resolution of the board must be in writing and the decision must be recorded in the minutes of the Co-operative.

Meetings by Telephone or Other Electronic Means

3.13 Directors may participate in committee or board meetings by telephone, electronic or other means. All participants, however, must be able to communicate adequately with each other. Directors participating in such meetings are deemed to be present at the meetings.

Time and Place of Meetings

3.14 Board meetings must be held in Manitoba at a time and place of the board's choosing.

Notice of Meeting

3.15 The board may meet on such notice as the board may determine. A director may waive any notice requirement. This by-law is subject to section 200 of the Act.

Regular Meetings

3.16 The board may set a day, time and place for regular meetings of the board. A notice to that effect must be given to each director. Subject to the Act, no other notice is required.

Chairperson

3.17 The chairperson of any meeting of the board is the president or vice-president. Another director may be appointed chairperson by the directors at the meeting.

Conflict of Interest

3.18 A director or officer who has a conflict of interest as described in section 207 of the Act must declare their conflict of interest in accordance with that section. The following rules apply:

(a) All officers, directors or committee members must carry out their duties honestly, in good faith and in the best interests of the Co-operative rather than in their own best interest.

(b) Directors and officers serve without payment of any kind. However, they may be reimbursed for travel or other expenses while doing business for the Co-operative. The board must authorize these expenses. Directors and officers cannot receive compensation for lost income while doing business for the Co-operative.

(c) A conflict of interest is when someone benefits personally in any way from a decision of the Co-operative.

(d) A conflict of interest can happen when a director, officer or committee member

- makes or takes part in a decision affecting the Co-operative's affairs; and
- has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of the Co-operative members do not have, or which only a few members have.

(e) When a director has or may have a conflict of interest, save in the case of all members of the board being in a conflict of interest as outlined in by-law 3.18(f):

- The director must immediately declare the conflict of interest, either in writing or at the board

meeting considering the matter.

- If a director does not declare a conflict of interest, but another director is aware of one, the other director must bring it up at a meeting.
- The board then decides whether there is a conflict of interest. The declaration and the decision of the board must be recorded in the minutes.
- If there is a conflict of interest, the director must not be present while the matter is discussed and cannot vote on the matter.

(f) In the event that all members of the board are in a conflict of interest, such as in the matter of determining housing charges, members of the board can take part in making a decision in this regard, provided always that their decision takes into consideration the long term viability of the Co-operative and in particular the provisions of by-laws 7.01 and 7.02

Insurance

3.19 The board must purchase and maintain general property and liability insurance sufficient to protect the Co-operative from losses or third party liability claims. The board may require members or occupants of units owned or controlled by the Co-operative to purchase personal property and liability insurance.

Section Four
COMMITTEES AND OFFICERS

Committees of Directors

4.01 The board may appoint committees of directors (minimum of three (3) directors per committee) whose members hold office at the will of the board. The board must determine the functions and duties of each committee. However, the committee may set out its own procedure in accordance with the Act.

Officers

4.02 The officers of the Co-operative include the president, vice-president, secretary, treasurer and any other officers as determined by the board. The board shall choose from within their number the directors who will be these officers and may specify the term, duties and powers of the officers to manage the business and affairs of the Co-operative.

Committees

4.03 The board may assign duties and responsibilities to committees that are not inconsistent with the Act.

The board appoints committee members

(a) The board may, by ordinary resolution at a board meeting, appoint committees of members (minimum of three (3) members per committee) for the purpose of:

- assisting the board with ongoing tasks;
- meeting the requirements of the by-laws or policies;
- meeting a need identified by the board; or
- meeting a need identified by members.

Liaison with the board

(b) Committees perform tasks assigned by the board so must maintain close links with the board.

- When a committee is formed, the board decides if it will be a standing or ad hoc committee. Standing committees are expected to function indefinitely while ad hoc committees disband after completing an assigned task.
- Subject to the following exceptions, any committee, whether standing or ad-hoc, can be chaired by any member or director appointed by the board. The Membership Committee and the Member Relations Committee must not be chaired by a director of the co-op.
- The members of ad hoc committees may select one of their number as chair. The board will appoint a director to each committee for a one (1) year term to serve as a liaison.
- The Membership Committee and Member Relations Committee may select one of their number

as chair. These committees will only report to the board in writing, unless the chair of the committee is invited or requests to speak at a board meeting.

Committee terms of reference

(c) The board decides each committee's mandate and provides its terms of reference.

- The board will appoint members of standing committees from a list of members who have expressed their willingness to serve. Appointments will be for a one (1) year term, renewable by mutual agreement.
- The chair of a standing committee may appoint additional co-op members to the committee, and advise the board of their names.
- Members of ad hoc committees may be appointed by the committee chair, without board notification.
- Following each AGM, the board will meet with representatives of all active committees to review their mandate and terms of reference, and approve any changes in membership.

Financial authority

(d) All committees are accountable to the board. A committee must have the authority from a by-law, a motion passed by the board, or from a budget approved by the membership to:

- spend any money
- authorize any expense
- enter into any contract, or
- commit the co-op to any action.

Reporting requirements

(e) Committees must report on their activity to the board and the co-op membership.

- All standing committees must keep records of their meetings and forward these to the board secretary before the next regular board meeting. The board will decide if the information will be distributed more widely.
- Prior to each membership meeting, each standing committee must prepare a written report on its activities. This will be circulated to members and time will be allowed at the meeting for questions.
- Ad hoc committees must give a brief update on their activities prior to each board meeting, and provide a written report when their assigned task is completed. The board will decide how this report is distributed to members.

Section Five
DUTY OF CARE AND INDEMNITY OF DIRECTORS AND OFFICERS

Duty of Care of Directors and Officers

5.01 Directors and officers of the Co-operative must:

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

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

(c) not disclose confidential information about the affairs of the Co-operative, its members or employees.

Indemnity

5.02 Subject to the Act, the Co-operative must indemnify directors and officers, former directors and officers, and persons who undertake or have undertaken any liability on behalf of the Co-operative, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in any proceeding to which they are made a party by reason of

being or having been directors or officers of the Co-operative, if:

(a) they acted honestly and in good faith with a view to the best interests of the Co-operative; 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.

Dissent

5.03 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 subsection 213(1) of the Act.

Section Six
MEMBERSHIP SHARES, MEMBERSHIPS AND TRANSFERS

Membership Qualifications

6.01 No person can become a member of the Co-operative unless that person:

(a) is at least 18 years of age;

(b) has submitted a written application for membership that has been approved by the board or a person authorized by the board to approve membership applications;

(c) has purchased and paid for a minimum of one (1) membership share; and

(d) currently occupies or has been approved to occupy a residential unit owned or controlled by the Co-operative and, as determined by the board as a condition of occupancy, has paid any required deposit fees, purchased additional membership shares as a form of deposit, and made any specified loan to the Co-operative.

Membership Obligations

6.02 Members who occupy a housing unit owned or controlled by the Co-operative must:

(a) sign and comply with the Co-operative's housing agreement;

(b) pay housing charges set out in that housing agreement to the Co-operative.

Membership Share Certificate

6.03 The Co-operative will issue a certificate as proof of membership, and receipt for the purchase of membership shares, within 30 days of approving an application for membership.

Transfer of Membership Shares or Memberships

6.04 No transfer of a membership or membership shares is valid for any purpose.

Lien for Indebtedness

6.05 If a member owes a debt to the Co-operative, including through arrears in paying housing charges, the Co-operative has and may enforce a lien on:

(a) the member's shares in the Co-operative;

(b) any deposit paid by the member to the Co-operative as a condition of occupying a residential unit;

(c) any interest of the member in the property of the Co-operative; and

(d) any sum payable by the Co-operative to the member.

Withdrawal of Membership

6.06 A member may withdraw their membership in the Co-operative by giving the Co-operative three (3) months' notice of their intention to withdraw. The board or a person authorized by the board may, in writing, accept the member's withdrawal on shorter notice. The death of a member will have the same force and effect to withdraw except that the notice period will be thirty (30) days from the date of death.

Deemed Withdrawal of Membership

6.07 Unless the board determines otherwise, a member will be deemed to have given notice of withdrawal of his or her membership if the member:

(a) terminates the occupancy agreement; or

(b) surrenders possession of the unit or abandons the unit.

Termination of Membership for Cause

6.08 At a meeting of the board, the board may decide by special resolution to terminate the membership of a member for cause. Subject to the housing appeal tribunal process described in by-law 6.12, a member's right to occupy a unit ceases on the effective date their membership is terminated.

Meaning of "for Cause"

6.09 For the purpose of by-law 6.08, "for cause" means:

(a) the failure of the member to pay housing charges as they are due, including regular monthly housing charges, late fees or penalties, or housing charges arising from any payment plan arranged between the Co-operative and the member;

(b) the failure of the member to comply with the terms of the housing agreement signed between the member and the Co-operative respecting member obligations to the Co-operative;

(c) the failure of the member to meet any contractual or debt obligation owing to the Co-operative; or

(d) the conduct of the member that is detrimental to the welfare of the Co-operative.

Notice of the Board Meeting to Terminate

6.10 The member must be given at least seven (7) business days' written notice of the board meeting under by-law 6.08 and the notice must include a statement of the grounds for termination. Notice must be given in a manner that enables the Co-operative to prove delivery. The member is entitled to appear at the board meeting and must be given an opportunity to be heard, including through an agent or counsel.

Notice of Termination Following Decision of the Board

6.11 The Co-operative must give written notice to the person whose membership is terminated within seven (7) business days of the board resolution along with a notice of appeal form with the Registrar's contact information. Notice must be given in a manner that enables the Co-operative to prove delivery.

Appeal Process – Housing Appeal Tribunal

6.12 *Appeal to Registrar*

(a) Within seven (7) business days of receiving the notice of termination under by-law 6.11, the person whose membership was terminated may file a written notice of appeal with the Registrar under section 280 of the Act. The appeal will be heard by a special housing appeal tribunal.

Membership and Occupancy Continues

(b) Pending a final decision of the appeal tribunal, the person whose membership was terminated by the board continues to be a member with all rights and privileges of membership, including the right to occupy their housing unit.

Re-Admitting the Member

(c) If the appeal tribunal under section 280 of the Act confirms the board's decision to terminate a person's membership, that person cannot be readmitted as a member of the Co-operative unless by

special resolution of members at a meeting of the Co-operative.

Continued Obligation to Pay Housing Charges

(d) The person whose membership is terminated by the board, whether they are appealing the decision or not, must continue to pay housing charges until they vacate their housing unit.

Repurchase of Membership Shares or Repayment of Deposit and Member Loans

6.13 *Request for Repurchase of Member Shares*

(a) A member who has served a notice of intention to withdraw may request that the Co-operative buy back the member's shares no later than six (6) months from the date of receipt of the notice to withdraw.

Obligation to Act

(b) The Co-operative is obligated to act on the request if, after buying back the member shares that were bought as a condition of membership, or repaying any member loans (paid as a condition of membership in the Co-operative), or repaying any deposit (paid as a condition of occupying a residential unit) in accordance with section 246 of the Act, the Co-operative is in a financial position to meet its obligations when due.

Repurchase of Shares Following Member Withdrawal or Termination

c) In the event of member withdrawal, or termination of membership by the Co-operative, the member can sell its shares subject to the Articles, By-laws and the Act. These provide that the Co-operative is not required to purchase the member shares if the Co-operative is unable to pay its liabilities as they become due, or if as a result of the purchase of the member shares, the Co-operative would be unable to pay its liabilities as they become due.

Right of Offset

6.14 If the Co-operative repurchases a member's shares, repays a member loan, or repays a deposit under by-law 6.13, the Co-operative can offset their payment by accounting for:

(a) arrears for housing charges or penalties owing under the housing agreement;

(b) costs to repair the member's unit or appliances/fixtures in that unit, if the damage or disrepair is not the result of normal wear and tear;

(c) costs incurred to reverse any unauthorized changes made to the member's unit (e.g. paint/additions);

(d) costs of dealing with abandoned personal property (per by-laws 6.16 (a) and (b);

(e) costs incurred by the Co-operative for the settlement of third party claims against the former member (e.g. unpaid utility bills); or

(f) any other costs or amount related to a debt owed by the former member to the Co-operative.

Restriction on Taking Property

6.15 Subject to by-law 6.16, the Co-operative cannot take a member's property to satisfy amounts due to the Co-operative except by consent or by court order.

Abandoned Personal Property

6.16 If a member or former member of the Co-operative abandons their personal property after ceasing to occupy a unit in the Co-operative, the Co-operative may deal with it as follows:

Property of Little Value

(a) If the abandoned property is worth less than the expected cost of its removal, storage, and sale, the board may dispose of it however it wishes; or

Property of Greater Value

(b) If the abandoned property is worth more than the expected cost of its removal, storage, and sale, the board may sell the property by public auction or an advertised sale if the advertisement will likely attract multiple offers. The board must comply with the process set out in subsection 28(1) of *The Cooperatives Regulation,* C.C.S.M. c. C223.

Proceeds of Sale

6.17 The Co-operative may use the proceeds of a sale under by-law 6.16(b) to offset any amounts owed by a member or former member to the Co-operative, including arrears and the costs of the sale under by-law 6.16(b). Any remaining proceeds of the sale are to be paid to the member or former member in accordance with *The Cooperatives Regulation*.

Process to Force a Member to Change Units

6.18 If the board requires a member, against the member's wishes, to move from one unit to another unit owned or controlled by the Co-operative, the board and member must comply with a special process (including a right of appeal) under section 279 of the Act.

Dispute Resolution

6.19 *Dispute Among Members*

(a) If there is a dispute between two or more members of the Co-operative arising from the affairs of the Co-operative, the board (or a committee or delegate of the board) may arbitrate or mediate that dispute. The board may determine the process for arbitrating or mediating the dispute between members so long as the process fairly allows each member to participate adequately in the process.

Dispute with the Co-operative

(b) If there is a dispute between a member(s) and the Co-operative arising from the affairs of the Co-operative and not related to proceedings for termination of a membership in the Co-operative, the board will propose a dispute resolution process acceptable to both parties.

If the dispute cannot be resolved, the board shall create a three (3) member arbitration committee to settle the matter. The arbitration committee must be set-up as follows:

- One person appointed by the board
- One person appointed by the member(s) in dispute
- Third neutral person appointed by the other two committee members

The members of the arbitration committee do not need to be members of the Co-operative. The decision of the arbitration committee is final and binding on all parties.

Section Seven
GENERAL RESERVE AND ALLOCATION OF SURPLUS

General Reserve and Other Reserves

7.01 The Co-operative must establish and maintain a general reserve to retain the surplus, if any, for a financial year. The Co-operative must maintain such other reserves as may be required by agreements made with funding agencies.

Minimum Reserve

7.02 The board may set the percentage of the total assets of the Co-operative, as reported in the year-end financial statements, which must be retained from the general reserve.

Allocation of Surplus

7.03 At the end of a financial year, after the Co-operative has complied with reserve requirements, including general reserve, the board may determine how to use the balance of the surplus, if any.

Priority of Payment – Repurchasing Membership Shares

7.04 If the Co-operative resolves to repurchase membership shares from members, they must do so in the following order of priority:

(i) to deceased members whose death has been reported to the Co-operative;
(ii) to members who have withdrawn their membership

(iii) to members whose membership has been terminated; and
(iv) to the remaining members on a proportionate basis.

Section Eight
MEETINGS OF MEMBERS

Annual Meetings
8.01 The directors of the Co-operative must hold an annual meeting of members in each financial year of the Co-operative. The annual meeting is held for the purpose of considering the directors' annual report, the financial statements, the appointment of auditors, the election of directors, and other business as permitted by the Act.

General Meetings
8.02 In addition to the annual meeting, the board must hold at least one general meeting of members during the year. As nearly as is convenient, the meetings of members shall be spaced at equal intervals throughout the year.

Special Meetings
8.03 A special meeting may be called by the board at any time, or by 5% of the members who sign and send a written requisition to the board.

Place of Meetings
8.04 Meetings of members are held in Manitoba at a place determined by the board.

Electronic Meeting
8.05 Where the Co-operative has adequate facilities and at the discretion of the board, members may participate in meetings of members by telephone or electronic means. All participants, however, must be able to communicate adequately with each other. Members participating in such meetings are deemed to be present, including for the purposes of quorum.

Notice of Meetings
8.06 Notice in writing of the time, place, and purpose of each meeting of members must be given to the members between twenty-one (21) and fifty (50) days in advance of the meeting. This is subject to sections 225 and 226 of the Act.

List of Persons Entitled to Receive Notice
8.07 Not later than the record day determined under subsection 225(4) of the Act, the Co-operative shall prepare an alphabetical list of its members entitled to receive notice of and vote at the meeting.

Examination of the List
8.08 A person who is entitled to vote at a meeting of members of the Co-operative may examine a list prepared under subsection 225(4) of the Act that relates to that meeting:

(a) during usual business hours at the registered office of the Co-operative or at the place where the records of its members are maintained; and

(b) at the meeting for which the list was prepared.

Chairperson (and Secretary)
8.09 The chairperson of the meeting of members is the president or, in the president's absence, the vice-president. By ordinary resolution, another person may be appointed chairperson. Where the secretary is not present, the chairperson may appoint another person to be secretary for the meeting.

Persons Entitled to be Present
8.10 Only members and the Co-operative's auditors are entitled to be present at a meeting of members. The chairperson may invite other attendees.

Quorum
8.11 Quorum at a meeting of members is the lesser of either the majority of members or the number of directors plus five (5).

Adjournment
8.12 If a quorum is not present at the opening of a meeting of the Co-operative, the persons who are present and entitled to vote may not transact any business and the meeting shall be adjourned. Another meeting shall be called in accordance with the provisions of these by-laws.

Voting at Meetings
8.13 A person that is on the members' register at the time notice of a meeting is sent out is entitled to be involved in decision making and voting. Voting on resolutions and motions is governed by the following rules:

(a) votes are counted on a one-member, one-vote basis;

(b) votes, other than on special resolutions, are passed by a majority of members present who are entitled to vote (an ordinary resolution or motion fails in case of a tie vote);

(c) votes on special resolutions are passed by at least two-thirds of members present who are entitled to vote; and

(d) votes are decided by show of hands and the results are reported in minutes of the meeting

Voting by Mail-In or Proxy
8.14 No member of the Co-operative shall vote by proxy, or by mail-in ballot.

Section Nine
NOTICES IN WRITING

Method of Giving Notices in Writing
9.01 Where written notices are required to be given to members, officers, directors or committee members, those notices must be sent to the person's recorded address, which may be either electronic or postal as determined by the board in consultation with the individual. Additional notices can be sent or published using any type of media as determined by the board. Notice can be waived by the recipient in accordance with the Act.

Undelivered Notices
9.02 If a notice in writing to a member is returned undelivered on three (3) consecutive occasions, the Co-operative does not need to give further notice until the member provides a new recorded address.