

## **[Vancouver Info Co-op] RULES [Draft 2014-11-13]**

### **Part 1 – Preliminary**

#### **1.01 In these Rules:**

- (a) "Act" means the *Cooperative Association Act* of British Columbia from time to time in force and all amendments to it. "Call", "Director", "Special Resolution", "Memorandum", "Officer" and "Rules" have the meaning assigned to them by the Act.
- (b) "Co-op" means Vancouver Info Co-op.
- (c) "Member" means a natural person who is a member of the Co-op. "Membership" means membership in the Co-op.
- (d) "Board" means the Co-op's board of directors.
- (e) If there is a conflict or inconsistency between the Act and the Rules, the Act governs.

#### **1.02 The current Rules and Memorandum shall be publicly available on the Co-op's website.**

### **Part 2 – Membership**

- 2.01 Membership is open in a non-discriminatory manner to individuals who can use the services of the Co-op and are willing and able to accept the responsibilities of Membership.
- 2.02 To be eligible for Membership, an individual must be at least 16 years of age.
- 2.03 There shall be no joint Membership.
- 2.04 The Co-op does not offer Membership to organizations.
- 2.05 A person may have no more than one Membership.
- 2.06 To become a Member, a person must fulfill an online application process on the Co-op's website. The form, content and requirements of that process shall be determined by the Board, and shall require a current email address controlled by the person.
- 2.07 It is the Member's responsibility to notify the Co-op of any change in her/his email address. Email sent by the Co-op to the email address in the latest such notification received from the Member, is considered sufficient for the purposes of these Rules.
- 2.08 To maintain her/his Membership, a Member must:
  - (a) have fully paid up the minimum share holding required by Part 3 of these Rules;
  - (b) be a currently paying subscriber to at least one of the Co-op's services; and
  - (c) not have any debts due or owing to the Co-op.
- 2.09 A Member who fails to maintain her/his Membership shall be deemed to have withdrawn from Membership after:

- (a) notification of failure to maintain Membership, emailed by the Co-op to the Member; and
  - (b) transfer of the Member's share holding (at par value) to pay for any debts due or owing to the Co-op, and for continuation of the Member's subscription(s) to the Co-op's services.
- 2.10 A Member may withdraw from membership by an online process on the Co-op's website. The form of that process shall be determined by the Board.
- 2.11 Notice to the Co-op of the death or bankruptcy of a Member has the same effect as a notice of intention to withdraw, and Part 2 of these Rules apply with the necessary changes, so far as applicable.
- 2.12 Each Member must abide by these Rules.
- 2.13 The Membership of a Member can be terminated by special resolution of the Co-op if, in the opinion of those voting for the special resolution, that Member has engaged in conduct detrimental to the Co-op.
- 2.14 A Member whose Membership is terminated under Rule 2.11 must not be again admitted to Membership except by special resolution of the Co-op.

### **Part 3 – Shares**

- 3.01 The authorized share structure of the Co-op is set out in the Memorandum.
- 3.02 A Member must own at least one share in the Co-op.
- 3.03 Shares must be paid for in full before being issued.
- 3.04 The Co-op shall not issue share certificates.
- 3.05 Shares in the Co-op are not transferable.

### **Part 4 – Redemption of Shares**

- 4.01 If a Member withdraws from Membership, she/he may choose one of these options for the value of her/his share redemption:
  - (a) temporary continuation of the Member's subscription(s) to the Co-op's services;
  - (b) receiving a payment from the Co-op of the redemption value, which may be net of a processing fee; or
  - (c) donating the redemption value to the Co-op.

If the Member does not choose one of the above options, the Co-op may make the choice.
- 4.02 The refund on account of Membership shares shall not exceed the amount paid up on the Member's Membership shares.

## **Part 5 – General Meetings**

- 5.01 A general meeting shall be held at least once each year, within four months of the end of the financial year.
- 5.02 The Board may call a special general meeting.
- 5.03 The Board must call a special general meeting within seven days after receiving a written requisition signed by the number of members required by section 150(2) of the Act and which complies with section 151 of the Act.
- 5.04 The Co-op shall give notice of any annual or special general meeting to the Members by posting the date, time, and place of the general meeting on the Co-op's website, and by emailing this information to each Member, both no less than 21 days in advance of the meeting.
- 5.05 The Board may choose whether to enable Members to participate and vote in a general meeting by electronic means. In such a case, Members participating electronically are deemed to be present for the purposes of these Rules.
- 5.06 The quorum at a general meeting is 25 Members (or 10% of the membership if there are less than 250 Members) who are eligible to vote at that meeting, present at the commencement of the meeting. No business other than the election of a chair and the adjournment or termination of the meeting may be transacted at any meeting unless a quorum is present at the commencement of the meeting; but the quorum need not be present throughout the meeting.
- 5.07 (a) If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting,
  - (i) if convened by requisition of Members, is dissolved; and
  - (ii) in any other case, stands adjourned to the same day in the next week at the same time and place, unless the place of meeting is changed out of necessity.

(b) If at the adjourned meeting referred to in subrule (a) a quorum is not present within 30 minutes from the time appointed, the Members present in person are deemed to constitute a quorum.
- 5.08 Every Member who became a Member 12 weeks or more before the date of a general meeting is eligible to vote at the meeting and in respect of any resolution that is being voted upon during a pre-meeting voting period, provided that each Member has one vote on each matter voted upon at or prior to the meeting.
- 5.09 The chair, or the vice-chair, of the Board must preside over each general meeting. If neither is willing or able to preside, the members present must choose another person to preside.
- 5.10 A general meeting may adopt rules of order. If the meeting does not adopt other rules, or if the rules adopted do not cover the point raised, Robert's Rules of Order (latest revision) must be used as the rules of order, provided that in the event of any conflict between these Rules and Robert's Rules of Order (latest revision), these Rules shall govern.
- 5.11 The only persons entitled to be present at a general meeting are members of the Co-op, and others who are entitled or required under any provision of the Act or Rules to be present.
- 5.12 A person who is not entitled to be present at a general meeting under Rule 5.11 may be admitted to a meeting only on the invitation of the chair or with the consent of a majority of the members at

the meeting.

## **Part 6 – Voting**

- 6.01 In any vote by Members at a general meeting or online, each person qualified to vote shall have no more than one vote.
- 6.02 Proxy voting is not permitted.
- 6.03 In the case of an equality of votes cast on a resolution at a general meeting, the chair is not entitled to a second or casting vote and the motion is defeated.

## **Part 7 – Director Elections**

- 7.01 Every Director's term of office expires at the subsequent annual general meeting.
- 7.02 The Co-op must have at least three Directors and not more than seven Directors. Within these limits, the number of Directors shall be decided by the Board.
- 7.03 Every Director must be a Member of the Co-op.
- 7.04 A person is not eligible to become elected or appointed to the office of Director if such person has served as Director for twelve or more years, consecutively or non-consecutively. Subject to this condition, any Member may become a candidate for Director election by an online declaration.
- 7.05 There shall be no restrictions on campaigning in Director elections.
- 7.06 Director elections shall be decided by single transferable vote (STV) with the Droop quota, as specified in [en.wikipedia.org/wiki/Single\\_transferable\\_vote](https://en.wikipedia.org/wiki/Single_transferable_vote), with these additional features:
  - (a) Voting will be online only, during a period of at least two weeks.
  - (b) Interim voting results will be posted at least once, about half way through the voting period. Then the online ballot will have a voter-selectable option to sort the candidates in the order of interim first-place vote counts.
  - (c) Voters can change their minds, and over-ride their previous vote at any time during the voting period.
- 7.07 To be eligible to vote in a Director election, a Member must have been a Member on the date that nominations closed for that election.
- 7.08 Each Member's votes in a Director election shall be kept confidential. A Member may say how she/he voted or plans to vote, but may not give anyone proof of how she/he voted.
- 7.09 A Director may be removed from office before the end of her/his term only by a special resolution of the Co-op.

## **Part 8 – Directors' Duties**

- 8.01 The Directors must manage the Co-op in accordance with the responsibilities, duties and powers set out in the Act, the Memorandum and these Rules.
- 8.02 Directors, in exercising their power and performing their functions, shall act honestly and in good faith and in the best interests of the Co-op, and shall exercise the care, diligence and skill of reasonably prudent persons.
- 8.03 The Directors shall adhere to the conflict of interest provisions of the Act.
- 8.04 As far as is practical, the Directors and staff of the Co-op shall not control the selection of information providers to Members, nor control the information provided, nor control the amounts paid to information providers, except for adjusting a few parameters objectively applied to all information providers, such as an entry fee. Instead, such control decisions shall be made by the Members using various online voting processes.

## **Part 9 – Financial**

- 9.01 The Co-op's annual financial statements for all past years since the Co-op's founding, shall be publicly available on the Co-op's website.
- 9.02 The financial statements to be presented to the Members at an annual general meeting shall be publicly available on the Co-op's website at least 14 days before the meeting at which they are to be presented.
- 9.03 At every annual general meeting, the Board shall present the financial statements required by the Act.

## **Part 10 – Dispute Resolution**

- 10.01 Any dispute arising out of the affairs of the Co-op, between
  - (a) a Member, any person aggrieved who was a Member at some time in the previous 6 months, a person claiming through a Member, or a person claiming under the Co-op's Rules, (the "Claimant") and
  - (b) the Co-op or a Directorshall be referred to a committee of 3 Members of the Co-op. The Board and the Claimant shall each nominate one Member, and the third shall be chosen by the two nominated.
- 10.02 Every effort will be made to follow the Dispute Resolution Policy of the Co-op in an effort to resolve the dispute. The Co-op will follow a consensual interest-based approach in an effort to resolve any dispute. It will be open to the Co-op to seek the services of a qualified mediator to assist in the resolution of the dispute.
- 10.03 In the event that a resolution is not reached the aggrieved party has recourse to arbitration in accordance with the Act.

## **Part 11 – Notices**

11.01 Unless otherwise specified in the Act or these Rules, any notice to a Member, Director or any other person is sufficiently given if it is in writing and is:

- (a) delivered via email to the person's email address in the Co-op's records,
- (b) mailed (prepaid) or otherwise delivered to the person's last known address, as recorded in the Co-op's register of Members or other record of the Co-op, or
- (c) delivered personally.

11.02 Unless otherwise specified in the Act or these Rules, any notice to the Co-op is sufficiently given if it is in writing and is:

- (a) delivered via email to the Co-op's primary email address for receiving legal notices, shown on the Co-op website's contacts page,
- (b) mailed (prepaid) or otherwise delivered to the Co-op's registered office, or
- (c) delivered personally to a Director or Officer of the Co-op.