



Resolution-1

Be it resolved that the following additions and amendments to Definitions within the Rules of Four Rivers Co-operative be adopted as follows:

PURPOSE: to update and add language to reflect current day business requirements

PART 1, RULE 1

CURRENT:

DEFINITIONS:

“**Act**” means the Cooperative Association Act of British Columbia from time to time in force and all amendments to it;

“**Association**” means the Four Rivers Co-operative;

“**board**” means the board of directors of the Association for the time being;

“**directors**” has the meaning set out in the Act;

“**eligible organization**” has the meaning set out in the Act;

“**member**” has the meaning set out in the Act;

“**memorandum**” has the meaning set out in the Act;

“**ordinary resolution**” means a resolution of the members of the Association that is:

- (a) Submitted to all members who are entitled to vote on the resolution and passed by being consented to in writing by 3/4 of those members; or
- (b) Passed, after the required notice of meeting under the Act, in a general meeting by a simple majority of the total votes cast by the members who are entitled to vote on the resolution, including votes cast in person and, if permitted by the Act and these rules, votes cast by mail ballot;

“**regulation**” means a regulation under the Act as made and amended from time to time;

“**rules**” means the rules adopted by the Association, as amended from time to time;

“**special resolution**” means a resolution of the members on the Association that is:

- (a) Submitted to all the members who are entitled to vote on the resolution and passed by being consented to in writing by all of them; or
- (b) passed after the required notice of meeting under the Act, in a general meeting by a 2/3 majority of the total votes cast by the members who are entitled to vote on the resolution, including votes cast in person and, if permitted by the Act and these rules, votes cast by mail ballot;

“**surplus**” means net savings before provision for income tax and before patronage returns.



AMENDMENT: Add definition of Electronic Communication; strike out *mail ballot* and substitute with 'Electronic Communication'.

NEW

"Act" means the Cooperative Association Act of British Columbia from time to time in force and all amendments to it;

"Association" means the Four Rivers Co-operative;

"board" means the board of directors of the Association for the time being;

"directors" has the meaning set out in the Act;

"electronic communication" means communications through an electronic means, such as telephone and other computerized communications technologies, such as email, text, messenger, or group meeting software for the purposes of exchanging information or documentation or participating in meetings.

"eligible organization" has the meaning set out in the Act;

"member" has the meaning set out in the Act;

"memorandum" has the meaning set out in the Act;

"ordinary resolution" means a resolution of the members of the Association that is:

(a) Submitted to all members who are entitled to vote on the resolution and passed by being consented to in writing by $\frac{3}{4}$ of those members; or

(b) After the required notice of meeting under the Act, in a general meeting by a simple majority of the total votes cast by the members who are entitled to vote on the resolution, including votes cast in person and, if permitted by the Act and these rules, votes cast by *Electronic Communication*;

"regulation" means a regulation under the Act as made and amended from time to time;

"rules" means the rules adopted by the Association, as amended from time to time:

"special resolution" means a resolution of the members of the Association that is:

(a) Submitted to all the members who are entitled to vote on the resolution and passed by being consented to in writing by all of them; or

(b) After the required notice of meeting under the Act, in a general meeting by a $\frac{2}{3}$ majority of the total votes cast by the members who are entitled to vote on the resolution, including the votes cast in person and, if permitted by the Act and these rules, votes cast by *Electronic Communication*;

"surplus" means net savings before provision for income tax and before patronage returns.



Resolution-2

Be it resolved that the following additions and amendments related to updating language around electronic communications in the Rules of Four Rivers Co-operative be adopted as follows:

PURPOSE: to update language throughout the bylaws related to communication methods

PART 10, RULE 40

CURRENT

TIME AND PLACE OF GENERAL MEETINGS

40. Subject to the Act, general meetings must be held at the time and place in British Columbia that the Directors specify.

NEW

TIME AND PLACE OF GENERAL MEETINGS

40. Subject to the Act, general meetings must be held at the time and place, *whether in person or by Electronic Communication or a hybrid thereof*, in British Columbia, that the directors specify.

PART 10, RULE 56

CURRENT

MEETINGS BY CONFERENCE TELEPHONE

56. Members are not entitled to participate in general meetings and vote by telephone or other communications medium.

NEW

MEETINGS BY OTHER COMMUNICATIONS TECHNOLOGY OR HYBRID MEETINGS

56. *Annual General Meetings of the Association, under Rule 36, may be conducted in person, using Electronic Communications, or a hybrid thereof. All members in attendance, either in person or via Electronic Communication, are considered present, for the purpose of rules 36-55 of Part 10.*



PART 11, RULE 59

CURRENT

DECISIONS BY SHOW OF HANDS OR SECRET BALLOT

59. Every motion put to a vote at a general meeting shall be decided on a show of hands unless:

- (a) The Association is required to conduct the vote by secret ballot because the Association is holding 2 or more general meetings as permitted in rule 41; or
- (b) Before or promptly on the declaration of the result of the vote by a show of hands, a secret ballot is directed by the chair or demanded by at least two individuals who are present and entitled to vote.

NEW

DECISIONS BY SHOW OF HANDS OR SECRET BALLOT

59. Every motion put to a vote at a general meeting shall be decided on a show of hands *including a virtual show of hands through electronic communication* unless:

1. The Association is required to conduct the vote by secret ballot because the Association is holding 2 or more general meetings as permitted in rule 41; or
2. Before or promptly on the declaration of the result of the vote by a show of hands, a secret ballot is directed by the chair or demanded by at least two individuals who are present and entitled to vote.
3. *The Association will provide a means for both in-person attendees and virtual attendees to participate in a secret ballot via electronic communication.*

PART 12, RULE 69

CURRENT

REPRESENTATIVE OF ELIGIBLE ORGANIZATION

69. 1) If an eligible organization provides evidence pursuant to 71 that it has appointed an individual to represent it at a general meeting,
- (a) The representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization at that eligible organization could exercise if it were an individual member of the Association present at the meeting, and
 - (b) The representative, if present at the meeting, is to be counted for the purpose of forming a quorum.



- 2) The evidence of appointment of a representative of an eligible organization may be provided to the Association by written instrument, telegram, telex, facsimile transmission, or other method of electronic transmission.

NEW

REPRESENTATIVE OF ELIGIBLE ORGANIZATION

- 69. 1) If an eligible organization provides evidence pursuant to 71 that it has appointed an individual to represent it at a general meeting,
 - (a) The representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization at that eligible organization could exercise if it were an individual member of the Association present at the meeting, and
 - (b) The representative, if present at the meeting, is to be counted for the purpose of forming a quorum.
- 2) The evidence of appointment of a representative of an eligible organization may be provided to the Association by written instrument or other method of *electronic communication*.

PART 12, RULE 71

CURRENT

REQUIREMENTS FOR APPOINTMENTS OF REPRESENTATIVES

- 71. An instrument appointing a representative of a member that is an eligible organization.
 - a. Must be in writing,

NEW

REQUIREMENTS FOR APPOINTMENTS OF REPRESENTATIVES

- 71. An instrument appointing a representative of a member that is an eligible organization.
 - a. Must be in writing *or through electronic communications*,

PART 15, RULE 93

CURRENT

NOTICE OF MEETING

- 93. (1) Subject to rules 94, 95, 96, 97, and 98, at least 7 days’ notice of a meeting of the directors, specifying the place, date and hour of the meeting, must be given to each director and is sufficiently given if provided by:
 - (a) Personal delivery,
 - (b) Mail addressed to the director’s address as it appears in the register of directors,
 - (c) Leaving it at the director’s usual business or residential address,
 - (d) Telegram, telex, facsimile transmission, or other method of electronic transmission, or



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- (e) Telephone to the director's telephone as provided by the director.

- 2) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at the meeting if the meeting is called to deal with an emergency.
- 3) A notice mailed under sub rule (1)(b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 4) A notice given in accordance with sub rule (1)(c) is deemed received when it is delivered.
- 5) A notice given under sub rule (1)(d) is deemed received at the time the telegram, telex, facsimile transmission, or other method of electronic transmission is sent.
- 6) A notice given under subrule (1)(e) is deemed received at the time the information is provided by telephone.
- 7) A director may waive notice, in any manner, or otherwise consent to the holding of a board meeting.
- 8) A director's attendance at a board meeting is deemed to be a waiver of notice and a consent to the holding of the meeting.

NEW

NOTICE OF MEETING

- 93. 1) subject to rules 94, 95, 96, 97, and 98, at least 7 days' notice of a meeting of the directors, specifying the place (*in person, online or a hybrid of both*), date and hour of the meeting, must be given to each director and is sufficiently given if provided by:
 - (a) Personal delivery,
 - (b) Mail addressed to the director's address as it appears in the register of directors,
 - (c) Leaving it at the director's usual business or residential address,
 - (d) *Via email to the email address provided by the director or through another means of electronic communication,*
 - (e) Telephone to the director's telephone as provided by the director.

- 2) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at, the meeting if the meeting is called to deal with an emergency.
- 3) A notice mailed under sub rule 1) b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 4) A notice given in accordance with sub rule 1) c) is deemed received when it is delivered.
- 5) A notice given under sub rule 1) d) is deemed received at the time the *email, or other method of electronic communication* is sent.
- 6) A notice given under subrule (1)(e) is deemed received at the time the information is provided by telephone.
- 7) A director may waive notice, in any manner, or otherwise consent to the holding of a board meeting.
- 8) A director's attendance at a board meeting is deemed to be a waiver of notice and a consent to the holding of the meeting.



PART 15, RULES 104-107

CURRENT

TRANSACTION OF BUSINESS WITHOUT A MEETING

104. A resolution of the directors may be passed without a meeting if each of the directors entitled to vote on the resolution consents to the resolution in writing.

EFFECTIVE DATE OF WRITTEN RESOLUTION

105. A resolution referred to in rule 104 is effective from the date specified in the resolution, by that date must not be before the day on which the last director consents in writing to the resolution.

HOW WRITTEN CONSENT MAY BE GIVEN

106. For the purpose of a resolution referred to in rule 104, written consent may be provided by telegram, telex, facsimile transmission, or other method of electronic transmission.

MEETINGS BY CONFERENCE TELEPHONE

107. A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium, if all directors participating in the meeting, whether by telephone, other communications medium or in person, can communicate with each other.

NEW

TRANSACTION OF BUSINESS WITHOUT A MEETING

104. A resolution of the directors may be passed without a meeting if each of the directors entitled to vote on the resolution consents to the resolution in writing or by electronic communication.

EFFECTIVE DATE OF WRITTEN RESOLUTION

105. A resolution referred to in rule 104 is effective from the date specified in the consents in writing *or by electronic communication* to the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

HOW WRITTEN CONSENT MAY BE GIVEN

106. For the purposes of a resolution referred to in rule 104, written consent may be provided by *email or other means of electronic communication*.

MEETINGS BY *ELECTRONIC COMMUNICATION*

107. A director may participate in a meeting of the directors or of any committee of the directors by means of *a meeting held using electronic communication or a hybrid of in-person and electronic communication if all directors participating in the meeting can communicate with each other.*



PART 22, RULES 140(d), 141(3), & 142(c) & 145

CURRENT

NOTICE TO DIRECTORS, MEMBERS, AND OTHER PERSONS

140. (d) Sent to the person by facsimile transmission to a telephone number provided for that purpose, or

NOTICE OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS

141. (3) Notice of a general meeting must be given to the Association’s auditor by post, service, or delivery.

NOTICE TO ASSOCIATION

142. Unless otherwise specified in the act or these rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is,
- (a) Delivered to the registered office of the Association,
 - (b) Mailed to the registered office of the Association by prepaid mail, or
 - (c) Served in accordance with rule 149

UNDELIVERED NOTICES

145. If a mailed notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.

NEW

NOTICE TO DIRECTORS, MEMBERS, AND OTHER PERSONS

140. (d) Sent to the person by *electronic communication* to an address provided for that purpose, or

NOTICE OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS

141. (3) Notice of a general meeting must be given to the Association’s auditor by *written notice or electronic communication*.

NOTICE TO ASSOCIATION

142. Unless otherwise specified in the act or these rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is
- a. Delivered to the registered office of the Association,
 - b. Mailed to the registered office of the Association by prepaid mail,
 - c. *By electronic communication, which has been acknowledged by the Association;*
- or
- d. Served in accordance with rule 149.



UNDELIVERED NOTICES

145. If a mailed or *electronic communication* notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.



Resolution-3

Be it resolved that the eligibility to be a director of Four Rivers Co-operative under Part 13 Rule 76 (4) be amended to allow for the exclusion on eligibility on the expanded basis on relationship to employee AND increase the minimum purchases to qualify to be a director.

PURPOSE: to strengthen the language around to exclude from director eligibility the relationship to an employee of the Co-op by a broader definition of son or daughter AND increase the minimum purchases to qualify to be a director.

PART 13, RULE 76 (f)(iii) & (g)

CURRENT

DIRECTOR ELIGIBILITY

- 4) No individual is entitled to become or act as a director of the Association if:
 - f. The individual is related to an employee of the Association in any of the following ways:
 - i. Spouse.
 - ii. Person living with the employee in an arrangement equivalent to spouse.
 - g. The individual or a member eligible organization of which the individual is a director has not purchased goods or services, or a combination of both, from the Association during the last financial year of the Association, worth at least \$750.00

NEW

DIRECTOR ELIGIBILITY

- 4) No individual is entitled to become or act as a director of the Association if:
 - f. The individual is related to an employee of the Association in any of the following ways:
 - i. Spouse.
 - ii. Person living with the employee in an arrangement equivalent to spouse.
 - iii. *Children, stepchildren, children's or stepchildren's spouse.*
 - g. The individual or a member eligible organization of which the individual is a director has not purchased goods or services, or a combination of both, from the Association during the last financial year of the Association, worth at *least \$1500.00*



Resolution-4

Be it resolved that the Notices section of the Rules (Part 22) of Four Rivers Co-operative be amended to update the language around electronic communication to members.

PURPOSE: to align the language around the use of electronic communication.

PART 22, RULE 143

CURRENT

DEEMED RECEIPT

143. 1) A notice given in accordance with rules 140 (b) or 142 (a) is deemed received when it is delivered.
- 2) A notice given in accordance with rules 140 (c) or 142 (b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 3) A notice given in accordance with rules 140 (d) is deemed to be received at the time the notice is sent by facsimile.
- 4) A notice given in accordance with rule 141 (1) is deemed received on the day of the newspaper's publication of the last advertisement

NEW

DEEMED RECEIPT

143. 1) A notice given in accordance with rules 140 (b) or 142 (a) is deemed received when it is delivered.
- 2) A notice given in accordance with rules 140 (c) or 142 (b) is deemed received on the second day, not including Saturdays, Sundays, and holidays, after the date of mailing.
- 3) A notice given in accordance with rules 140 (d) is deemed to be received at the time the notice is sent by *electronic communication*.
- 4) A notice given in accordance with rule 141 (1) is deemed received on the day of the newspaper's publication of the last advertisement.



Resolution-5

Be it resolved that the Nomination of Candidates section (Part 14) of the Rules of Four Rivers Co-operative be amended to update the language around incumbents for districts other than a incumbent's home district.

PURPOSE: To provide clarity for incumbents running for districts other than their home district

PART 14, RULE 79

CURRENT

NOMINATION OF CANDIDATES

- 79 (1) The board will encourage members from each district to seek positions on the board and, at annual general meetings of the Association, will encourage the members present to elect individuals to the board so that, at all times, the districts are represented on the board as set out in subrule 78(4)
- (2) A member wanting to become a director must ensure that his/her nomination is submitted to the co-operatives office a minimum of 14 days prior to the annual general meeting at which a director is to be elected.

NEW

NOMINATION OF CANDIDATES

- 79 (1) The board will encourage members from each district to seek positions on the board and, at annual general meetings of the Association, will encourage the members present to elect individuals to the board so that, at all times, the districts are represented on the board as set out in subrule 78(4)

NEW

- (2) If an incumbent has been representing a district other than their home district, as allowed per subrule 81(b), and the respective term of office has expired, the incumbent is encouraged to let their name stand for re-election in their home district if a vacancy in their home district is available.

NEW

- (3) If an incumbent has been representing a district other than their home district, as allowed per subrule 81(b), and the respective term of office has expired, and no positions are available for re-election in the incumbent's home district, then the incumbent may let their name stand for the district outside of their home district that they had been representing for the term recently expired.

RE-NUMBERED (Previously item 2)

- (4) A member wanting to become a director must ensure that his/her nomination is submitted to the co-operatives office a minimum of 14 days prior to the annual general meeting at which a director is to be elected.