

BYLAWS OF
Bridge City Bicycle Co-operative LTD.

TABLE OF CONTENTS

1. DEFINITIONS
2. FISCAL YEAR
3. CONDITIONS OF MEMBERSHIP
4. JOINT MEMBERSHIP
5. WITHDRAWAL OF MEMBERSHIP
6. SURPLUSES
7. TERMINATION OF A MEMBERSHIP BY DIRECTORS
8. TERMINATION OF MEMBERSHIP BY MEMBERS
9. NOTICE OF MEETING
10. QUORUM
11. VOTING
12. BYLAWS
13. DIRECTORS
14. OFFICERS
15. DISSOLUTION

In these and all other bylaws of the Co-operative, unless the context other wise requires or specifies:

- (a) “Act” means the Co-operative Act, 1996 as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Cooperative shall be read as referring to the amended provisions;
- (b) “The Co-operative” means the body corporate that has established these bylaws;
- (c) “The Directors”, “Board” and “Board of Directors” means the Directors of the Co-operative for the time being;
- (d) “In writing” and “written” include words printed, painted, engraved, lithographed, photographed, represented or reproduced by any mode of representing or reproducing works in visible form;
- (e) The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms;
- (f) All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (g) Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.

2. FISCAL YEAR

The fiscal year of the Co-operative shall end on the 31 day of May in each year.

3. CONDITIONS OF MEMBERSHIP

(a) Membership in the co-operative shall be open to anyone who can use the services of the co-operative and is 16 years of age and older.

(b) To become a member of the Co-operative, a person must submit a written application in a form prescribed by the Board of Directors and the said application must be approved by the Board and recorded in the minutes.

(c) Each application for membership must be accompanied by a payment of \$20 for the purchase of a membership in the co-operative.

(d) Transfer of membership in the co-operative is not permitted.

4. JOINT MEMBERSHIP

There shall be no joint membership.

5. SURPLUSES

Any surplus from the operations of the co-operative will be placed in the reserves of the co-operative and shall not be distributed to members of the co-operative.

6. WITHDRAWAL OF MEMBERSHIP

(a) A member may withdraw from the co-operative by giving to the Secretary of the co-operative 30 days notice of intention to withdraw.

(b) The board, by resolution, may accept any application to withdraw upon shorter notice.

(c) The co-operative shall pay all amounts held to the credit of a member within the time period 30 days of the board's acceptance of the member's application to withdraw.

7. TERMINATION OF MEMBERSHIP BY DIRECTORS

(a) The Directors may, with a two-thirds vote at a meeting duly called, order the retirement of a member from the co-operative.

(b) The Secretary of the co-operative shall, within ten days from the date on which the order is made, notify the member in writing of the order.

(c) The member may appeal from the order to the next general membership meeting of the co-operative by giving written notice of their intention to appeal to the Secretary within thirty (30) days from the date he received notice.

(d) Where the member makes the appeal, a two-thirds majority shall be required to rescind the order.

(e) The retirement of a member is ordered in accordance with the provisions of this bylaw, the Co-operative shall pay to the member all amounts held to his credit within one year of the members retirement.

8. TERMINATION OF MEMBERSHIP BY MEMBERS

(a) Members may terminate a membership of a member where 10 days' notice of the general meeting at which his or her membership is to be considered; and

(b) The termination is approved by a majority of at least two-thirds of the members who are present and cast votes at the meeting.

9. NOTICE OF MEETINGS

The co-operative shall give not less than 10 and not more than 50 days notice of any annual or special meeting to its members to attend the meeting:

(a) by sending the notice by email to the members: or

(b) by posting the notice in a place that, in the opinion of the directors, is prominent and accessible to members.

The notice of any special meeting must specify the purpose for which the meeting is called.

10. QUORUM

(a) The quorum at any annual or special meeting of the members will be the lesser of 15 members; and 10% of the membership; provided that it is never less than the number of directors plus one.

(b) Where all members are directors the quorum shall be a majority of the directors.

11. VOTING

- (a) Members shall vote:
 - i) by a show of hands; or
 - ii) where three members entitled to vote at a meeting so demand, by secret ballot;

 - iii) election of directors shall be by secret ballot.
- (b) No member is entitled to more than one vote on any question.
- (c) The Chairperson of the meeting has the right to vote but is not entitled to a second vote in the event of a tie.
- (e) (i) subject to other provisions of the Act and these bylaws, a majority of members who are present and cast votes at a meeting shall decide all questions.
- (ii) where there is an equality of votes, the motion is to be declared lost.

12. BYLAWS

Members of the Co-operative may, at any annual meeting or any special meeting called for the purpose, enact, amend, repeal, replace or confirm any bylaws where written notice of the proposed enactment, amendment, repeal, replacement or confirmation is:

- (a) Forwarded to each member of the co-operative with the notice of the meeting at which the enactment, amendment, repeal, replacement or confirmation is to be considered, by a majority of the votes cast at the meeting.
- (b) Not forwarded to each member of the co-operative with the notice described in clause a), by a two-thirds majority of the votes cast at the meeting.

13. DIRECTORS

- (a) Directors shall be elected at the annual meeting.
- (b)
 - i) at each annual meeting the members shall determine by ordinary resolution the number of Directors to be elected

 - ii) If the members fail to specify the number of directors at the annual meeting, the number of directors shall be equal to the number set the previous year.

 - iii) Directors hold office until the conclusion of the meeting at which

their successors are elected, and are eligible for re-election

(c) Directors shall be elected for a 1 year term.

(d) The members of a Co-operative may, by a resolution approved by two thirds of votes cast at a general meeting, remove any director from office.

(e) Where there is a vacancy on the Board of Directors and;

i) where there is a quorum of Directors, the remaining Directors;

a) may exercise all the powers of the Directors;

or

b) may fill the vacancy until the next annual meeting.

ii) where there is not a quorum of Directors, the remaining Directors shall call a general meeting for the purpose of electing members to fill any vacancies.

(f) Unless these bylaws provide otherwise, the Board of Directors shall:

i) exercise the powers of the Co-operative directly or indirectly through the employees and agents of the Co-operative; and

ii) direct the management of the business and affairs of the Cooperative.

(g) Any remuneration paid to the directors must be approved by the Annual General Meeting.

(h) The quorum at Board meetings shall be a majority of the Board.

14. OFFICERS

The Board of Directors shall:

(a) Appoint two Chairpersons of the board of directors

(b) Appoint a Secretary or Secretary-Treasurer who may, but need not be, a Director

(c) Designate the offices of the Co-operative, appoint persons as officers, specify the duties and delegate powers to manage the business affairs of the Co-operative to them.

(d) Not miss 2 consecutive Board meetings unless they have a justified absence as determined by the Board.

15. DISSOLUTION

Upon the dissolution of the Co-operative, the distribution of property and unallocated surplus shall be donated to a non-profit organization according to the Special Resolution to Dissolve the Co-operative.