

Article 1 - Name

Section 1.1 - Name

The name of the co-operative shall be the Social Justice Co-operative of Newfoundland and Labrador.

Article 2 - Registered Head Office

Section 2.1 - Head Office Address

The head office and registered address of the co-operative shall be:

4 Cookstown Road, St. John's, NL A1C 4G4

Article 3 - Definitions

Section 3.1 - Definitions

- a. "Act" means the Co-operatives Act of the Province of Newfoundland and Labrador.
- b. "Board" means the Board of Directors of the Social Justice Co-operative of Newfoundland and Labrador.
- c. "Bonding insurance" or "bonding" refers to a way of insuring against financial loss caused by lack of competence or fraud or dishonesty by any official of the Corporation. A director or employee who does not have a criminal record or is not a high risk to commit a criminal offence would normally be bondable. Bonding insurance ensures that the Corporation will be reimbursed by the insurance company any funds taken through fraud or embezzlement.
- d. "Co-operative" means the Social Justice Co-operative of Newfoundland and Labrador
- e. "Delegate" refers to an individual duly appointed by a member of the Co-operative as referenced in Article 5 of these by-laws.
- f. "Director" means any members of the Board of Directors of the Co-operative.
- g. "Dissolution" refers the termination of the legal existence of the Co-operative. Dissolution may be precipitated by several means, including failure to abide by the Act, bankruptcy, or a voluntary decision by the members and directors of the Co- operative.

h. “Fiscal period” sometimes called financial period or budget period is the period or duration of time in which the Co-operative collects revenue, spends money and provides an accounting of all its financial transactions to its membership.

i. “Indemnification” or “to indemnify” refers to the legal obligation to reimburse or pay any and all related costs of any actual or threatened legal proceedings arising from the actions or omissions of Directors and Officers of the Co-operative in the exercise of their duties and responsibilities of the Co-operative.

j. “Member” means any member or as defined in Article 5.

k. “Member delegate” refers to any individual whom is elected, appointed or otherwise designated by either an institutional or corporate members to represent such member at any AGM or Special Membership Meeting of the Co-operative;

l. “Proxy” or “proxy voting” refers to the ability of a member of the Co-operative to be delegated the right to vote for another absentee member at an AGM or Special Membership Meeting of the Co-operative.

m. “Quorum” refers to the minimal number of officers or members of the Co-operative or Board or committee (usually a majority) required being present for the valid transaction of business.

Article 4 - Mandate and Objective

Section 4.1 - Mandate

The Social Justice Co-operative has, as its core commitment, to advance the cause of social, economic and political justice for the people of Newfoundland and Labrador.

Section 4.2 - Objectives

Given that our vision of “Social justice” is that everyone in society should be afforded the same economic, political and social rights and opportunities and consistent with the Articles of Incorporation, our vision and mandate, the objectives of the Co-operative shall be:

- a. To research, analyze and speak to the structural causes of social injustice locally and globally;
- b. To provide policy alternatives to all levels of government that will address and redress matters of social, economic and political inequality in Newfoundland and Labrador;
- c. To develop and provide public education on the link between the global and the local structural causes of poverty and increase awareness of the need for and the value of social justice in Newfoundland and Labrador and around the world;

- d. To be an example of an active and engaged citizenry, initiating and supporting campaigns and activities that give voice to people and the environment that become the victims of social injustice;
- e. To develop partnerships with other social justice groups and collaborate with them to achieve common social justice goals;
- f. To provide social justice related educational/training services and any other relevant services to our members and other interested parties;
- g. To promote membership and active participation in the Social Justice Co-operative;
- h. To create and maintain a physical symbol and focal point for social justice activities in Newfoundland and Labrador;
- i. To engage in any and all activities that will enable the Co-operative to achieve its general mandate and objectives.

Article 5 - Membership

Section 5.1 - Membership Categories

1. Consistent with the co-operative principle of open membership and the inherent social justice value of inclusion and equality, membership in the co-operative shall be open to any individuals or non-governmental organization or corporate entity that subscribe to and support the beliefs and mandate and objectives of the Co-operative.
There shall be three (3) categories of membership:
 - a. Individual Membership: Any individual person who agrees with our values
 - b. Organizational/Institutional Membership: Any non-governmental organization or institution, incorporated or unincorporated, that agrees with our values (including but not limited to: non-profit corporations, unions, municipalities, universities, schools, etc.).
 - c. Corporate Membership: Any incorporated, unincorporated, proprietorship, co-operative or credit union business that agrees with our values

Section 5.2 - Application for Membership

2. Application for membership may be made in writing or on a form, prescribed from time to time by the Board, and shall be approved by a majority vote of the Directors at a duly convened meeting of the Board.

Section 5.3 - Share Purchase Requirements

Once approved as a member of the Co-operative, any individual, organization/institution or corporate member must agree to purchase the required number of membership shares as set forth in Article 6. Any member that fails to purchase the required membership shares as outlined in Article 6 may have its membership revoked by a majority vote of the Board.

Section 5.4 - Withdrawal of Membership

In accordance with Section 84 of the Act and with 6 months' notice, a member may apply, in writing, for withdrawal from the Co-operative and the reimbursement of all of its membership shares.

Section 5.5 - Revocation of Membership

Any member of the Co-operative may have its membership revoked by a majority vote of the Board if, in the opinion of the Board, the member has not complied with the terms and conditions of membership or is deemed to no longer support the aims and objectives of the Co-operative.

Section 5.6 - Appeal of Revocation

A member can appeal said revocation by requesting an appeal in writing. Written request for such an appeal must be in the hands of the Secretary or other Director, at least fourteen (14) calendar days prior to an Annual General Meeting (AGM) or Special Membership Meeting called for that purpose.

The Board shall present the appeal to the membership present at the meeting outlining the reason for the revocation under question. The revoked member, or a designate, shall have the right to address the membership with respect to the basis of the appeal, at which point, a majority vote of the membership shall decide on whether the appeal is upheld or sustained.

Section 5.7 - Other Membership Categories

The Board may establish, from time to time, other non-voting membership categories such as Associate or Honorary membership along with any fees and conditions and privileges thereto.

Article 6 - Shares

Section 6.1 - Par Value of Share

The par value of common shares of the Co-operative shall be ten dollars (\$10) which shall never be withdrawn, transferred, repaid or otherwise disposed of at more than the part value.

Section 6.2 - Specific Share Requirements per Membership Category

The required number of shares required to be purchased, and any conditions of purchase, for each of the membership categories in order to be considered full members of the Co- operative with all the rights and privileges, are as follows:

- a. Individual Membership: Individual members may only purchase one (1) share.
- b. Organizational/Institutional Membership: Organizational/institutional members must purchase at least ten (10) shares.
- c. Corporate Membership: Corporate members must purchase at least ten (10) shares.

Section 6.3 - Effect of Failure to Purchase Required Shares

If any member does not purchase the full requirement of shares within the prescribed time period, the member's rights and privileges are suspended until the member meets all membership terms and conditions.

Section 6.4 - Transfer of Shares

Subject to the Act, a member (transferor) may transfer common membership shares to another member (transferee) upon written request of the transferor and said request is approved by the Board. Both the transferor and transferee will be notified of the decision and the share register shall be amended as per Section 31(e) of the Act.

Section 6.5 - Payment of Dividends on Membership Shares

The Co-operative shall not pay any dividends or interest on its common membership shares.

Article 7 – Activity Fund

Section 7.1 – Annual Contributions to Activity Fund

All members shall, where able, make an annual financial contribution to the Co-operative's Activity Fund.

Section 7.2 – Purpose of Activity Fund

The Activity Fund shall be used to further the objectives of the Co-op, as outlined in Article 4. Acceptable activities include but are not limited to educating members by hosting events and

creating print and digital materials; contracting staff to help fulfill the objectives of the Co-op; and establishing grants to fund external activities which further the Co-op's mandate.

Article 8 - Surplus

Section 8.1 - Required Allocation of Surplus

Where the Co-operative has a surplus at the end of its fiscal year, it shall apply that surplus as follows:

- a. First, to pay income tax;
- b. Second, to return all or part of a deficit it has previously incurred;
- c. Third, to maintain a reserve that the Co-operative is required to maintain under the Act; and/or
- d. Fourth, where the three (3) previous conditions have been met, to be retained by the Co-operative to support the further delivery of services and/or further delivery of the mandate of the Co-operative.

Article 9 - Member Delegates, Voting Rights & Procedures

Section 9.1- One Member, One Vote Principle

Each member and member delegate is entitled to one (1) vote on all matters at any Annual General or Special Membership Meeting of the Co-operative.

Section 9.2 - Institutional & Corporate Delegate Provision

Subject to these by-laws, both institutional and corporate members shall appoint/elect/assign one (1) delegate who shall represent the member and have one (1) vote on all matters at any Annual General or Special Membership Meetings of the Co-operative. An individual cannot be elected/appointed a delegate for more than one member.

Section 9.3- Delegate One-Vote Limitation

Without exception and under no circumstances can an individual exercise no more than one (1) vote by virtue of representing themselves and/or being a delegate for an institutional or corporate member.

Section 9.4 - Board Capacity to Make Policy Re Delegate Validation

With respect to section 8.2, the Board may, from time to time, devise policies, procedures and relevant forms to identify, confirm and validate member delegates.

Section 9.5 - Manner of Voting

Every question submitted to a vote at any AGM or Special Membership Meeting of the Co-operative shall be decided by voice or showing of hands, unless at least five (5) members present at the meeting call for a secret ballot.

Section 9.6 - Proxy Voting Prohibited

Voting by proxy is not permitted under any circumstances.

Section 9.7 - Effect of a Tie-Vote

Should the resulting vote on a question put forward at a general or special meeting of the Corporation be a tie, the resolution/motion shall be considered lost.

Article 10 - Annual & Other Special Membership Meetings

Section 10.1 - Requirement of Annual General Meeting

The Board shall convene an annual meeting, called the Annual General Meeting (AGM), of the Co-operative within four (4) months of the end of the fiscal year of the Co-operative. The date, time and location of said meeting shall be determined by the Board. The purpose of the AGM is to receive and adopt the financial and other Board reports for the previous year, to elect the Board of Directors, and to conduct such other business related to the aims and objectives of the Co-operative that would ordinarily require the permission and/or direction of the membership.

Section 10.2 - Notice of AGM to Members

Notice with respect to the date, time and place of that AGM shall be sent to the membership via letter, e-mail or fax at least twenty-one (21) calendar days prior to the date of the meeting.

Section 10.3 - Quorum

The quorum for any AGM or other Special Membership Meeting of the Co-operative shall be a minimum of fifteen (15) member or member delegates.

Section 10.4 - Special Membership Meeting

Special Membership Meetings may be convened under the following circumstances:

a. The Board may convene a Special Membership Meeting for any purpose at any time it deems necessary and, in doing so, shall follow the rules and procedures as outlined in this Article for an AGM.

b. The Board shall also convene a Special Membership Meeting at the signed written petition of no less than ten (10) members of the Co-operative. The petition shall clearly state the purpose of the meeting and only such business shall be transacted at the meeting as is specified in the petition. Upon receipt of the petition, the Board shall convene a Special Membership Meeting within thirty (30) calendar days of receipt of the written petition. All members shall be notified of said meeting in writing or by e-mail of the date, time, place and express purpose of said meeting, at least fourteen (14) calendar days prior to the date of the meeting. c. Should the Board fail to convene the Special Membership as per Article 10.4, then the members whose names appear on the petition shall have the power to convene such a meeting subject to the notification and quorum rules as outlined in Sections 10.2 and 10.3 respectively.

Article 11 - Board of Directors

Section 11.1 - Establishment of Board of Directors to Govern Co-operative

In between AGMs of the Co-operative and subject to these by-laws, the affairs of the Co-operative shall be governed by a Board of Directors consisting of nine (9) members or member delegates who shall be elected by members participating in an AGM of the Co-operative.

Section 11.2 - Eligibility to be a Director

Any individual member or any appointed/elected/assigned delegate of a member of the Co-operative who is in attendance at an AGM or Special Membership Meeting or who provides a written letter of intent to run is eligible for election to the Board.

Section 11.3 - Term of Office & Term Limits

The term of office of a Director shall be three (3) years, arranged so that three (3) directors are elected in each year of a three-year rotation, excepting those who are elected to fill vacancies, in which case the director shall serve the duration of the unexpired term. For the first time this staggered-term system is used, the nine (9) Directors can agree on a procedure to decide which Directors will have three-year, two-year, and one-year terms.

Section 11.4 - Term Limits

A Director upon completion of a term may be re-elected to the Board but shall not serve more than three (3) consecutive three-year terms or three consecutive terms consisting of one partial term and two three-year terms, without a lapse of at least one full year.

Section 11.5 - Vacancies

Should a vacancy occur on the Board for any reason (death, resignation or removal), the Board may appoint another delegate or alternate delegate of a member of the Co-operative, in good standing, to fill that vacancy until the next AGM.

Section 11.6 - Meeting Attendance Requirements

A director who is absent from three (3) consecutive Board meetings without just cause may be removed from the Board by a majority vote of the Board.

Article 12 - Powers of the Capacity of the Board

Section 12.1 - General Powers & Capacity of the Board

In general, between AGMs, the Board has full power and authority to administer and direct the affairs of the Co-operative within the scope explicitly and implicitly prescribed by the Co-operatives Act of Newfoundland and Labrador, by other provincial and federal statutes and laws, by the Articles of Incorporation and By-Laws of the Co-operative, and by the direction and instruction given by the members of the Co-operative through duly approved resolutions or decisions from a AGM or Special Membership Meeting.

Section 12.2 - Specific Powers of Board

Specifically, the powers of the Board shall include, but not be limited to, the following:

- a. To issue shares of various classes as approved by the members, except as otherwise provided by law, by the Articles or by these By-laws;
- b. To borrow money on the credit of the Co-operative, except outside the limits prescribed in Article 11.3;
- c. To issue, reissue, sell or pledge debt obligations of the Co-operative;
- d. To mortgage, pledge or otherwise create a security interest in a property of the Co-operative to secure a debt obligation of the Co-operative;
- e. To sell, lease or exchange property of the Co-operative in the ordinary course of conducting the business of the Co-operative. To transact for a substantial portion of the assets of the Co-operative, including whole operational units, membership approval is required;
- f. To hire and set the remuneration of any staff or contracts;
- g. To delegate authority to manage the operations of the Co-operative in whole or in part;
- h. To appoint various committees; and

i. To fill any vacancies on the Board as per these By-laws.

Section 12.3 - Borrowing Limitations

Any decision by the Board to borrow an amount of money outside an approved budget and in excess of \$10,000 must be ratified by the membership of the Co-operative at a Special Membership Meeting called for that purpose.

Article 13 - Officers of the Board

Section 13.1 - Officers of the Board

The officers of the Co-operative shall be two (2) Co-Chairs, Secretary, Treasurer, and a Communications Officer who shall be elected by a majority vote of the Directors at a duly constituted Board of Directors meeting.

Section 13.2 - Term of Office

The term of office for all elected officers shall be for a 1-year term and shall be eligible to re-offer upon expiration of their term. The previous officers of the Co-operative shall remain in office until new officers are elected at a duly constituted AGM.

Section 13.3 - Duties of Officers

Subject to these By-Laws, the duties of the elected officers shall be the following:

a. Co-Chairs shall:

- i. Collaborate in the planning, calling and chairing all meetings of the Board;
- ii. Exercise a vote on all matters brought before the Board;
- iii. Collaborate as spokespersons for the Co-operative;
- iv. Develop cohesiveness and team work amongst Board;
- v. Direct and guide the Board in its fulfilling of its duties and responsibilities in ensuring the Co-operative achieves its mandate;
- vi. Ensure the Board's compliance with all governance documents including Articles, By-Laws, Policies & Procedures, and agreements;
- vii. Generally represent the Co-operative and sign all legal documents;
- viii. Be the signing officers along with the treasurer on all accounts; and

ix. Assume all other duties that are normally incidental to the position of Board Chair or that, from time to time, may be assigned by the Board.

b. Secretary shall:

i. Ensure that a record is kept of the proceedings of all Board and membership meetings of the Co-operative;

ii. Be the custodian of all minutes, correspondence and other documents, except those kept by the Treasurer;

iii. Maintain a membership register as per Section 31(e) of the Act;

iv. Ensure that adequate notification is given for all general and special membership meetings and board meetings;

v. Assume all other duties that are normally incidental to the position of Secretary or that, from time to time, may be assigned by the Board.

C. Treasurer shall:

i. Collect and deposit all funds received into the Co-operative's credit union account;

ii. Verify that all expenditures have been duly authorized by the Board;

iii. Initiate and make all payments duly authorized by the Board;

iv. Initiate all authorized cheques and ensure they are signed by two authorized signing officers;

v. Maintain a record of all receipts and disbursements;

vi. Prepare and submit periodic financial reports as directed by the Board;

vii. Prepare and submit an annual financial statement to the Auditor/Audit Team no later than April 30th of each year, in order to present an audited financial statement to be considered by the members at an AGM or other Special Membership Meeting called for that purpose;

viii. Initiate and oversee other financial procedures required under the Act or the By-laws or as requested, from time to time, by the Board;

ix. Sign and maintain custody of current year financial documents of the Co-operative until the annual audit is completed, and then deliver the audited financial statement and financial documents to the registered office of the Co-operative; and

x. Carry out all other duties that are normally incidental to the position of Treasurer or that, from time to time, may be assigned by the Board.

c. Treasurer shall:

- i. Collect and deposit all monies in an account in a Credit Union;
- ii. Verify and approve all expenses incurred by the Co-operative;
- iii. Initiate and make all payments duly authorized by the Co-operative or the Board;
- iv. Initiate and co-sign all authorized cheques;
- v. Maintain a record of all receipts and disbursements;
- vi. Prepare and submit periodic financial reports as directed by the Board;
- vii. Prepare and submit an annual financial report to be considered by the members at an AGM or other Special Membership Meeting called for that purpose;
- viii. Initiate and oversee all audits and other financial procedures required under the Act or the By-laws or as requested, from time to time, by the Board;
- ix. Sign and have custody of all financial documents of the Co-operative;
- x. Assume all other duties that are normally incidental to the position of Treasurer or that, from time to time, may be assigned by the Board.

d. Communications Officer shall:

- i. Be generally responsible for internal and external communications;
- ii. Manage and maintain website, Facebook and other social media;
- iii. Oversee and co-ordinate any media releases;
- iv. Any other duties that might normally be associated to the position and assigned, from time to time, by the Board.

Section 13.4 - Vacancies

Subject to these by-laws, any vacancy occurring in the elected officer positions shall be filled by the Board from within the Board for the duration of the unexpired term.

Article 14 - Board of Directors Meetings

Section 14.1 - Minimum Requirement for Meetings

The Board shall meet at least three (3) times in every calendar year and, beyond that, as often as is required to properly conduct the affairs of the Corporation.

Section 14.2 - Calling of Meetings

Meetings of the Board shall normally be at the call of the Chairperson or may be set, from time to time, by the Board.

Section 14.3 - Quorum

A simple majority (50% plus one) of directors shall constitute a quorum for the conduct of business at any Board meeting.

Section 14.4 - Notice of Meeting

Notice of a Board meeting shall be given by the Secretary via telephone, mail, e-mail or fax at least five (5) calendar days prior to the date of the meeting.

Section 14.5 - One Vote per Director

Each Director shall have one (1) vote at a Board of Directors meeting. In the case of a tie vote, the vote shall be considered lost.

Section 14.6 - Voting by Proxy Prohibited

Directors shall not vote by proxy.

Section 14.7 - Meeting by Teleconference or Other Appropriate Communications Technology

Subject to these by-laws, a Board meeting may be convened via a telephone conference call or any other electronic telecommunications technology that permits all persons participating in the meeting to be able to hear and communicate with each other.

Section 14.8 - Board Meeting Requested by Directors

Subject to these by-laws, a special meeting of the Board shall be convened subsequent to a written request by at least three (3) Directors. If a Board meeting is not convened within fourteen (14) calendar days of receipt of the written request, any member of the Board may convene the meeting. Any business transacted at such a duly constituted Board meeting shall be valid and binding.

Article 15 - Committees

Section 15.1 - Capacity of Board to Appoint & Direct Standing Committees

The Board may, from time to time, appoint any standing committee (such as Executive, Nominating, Finance, Audit, etc.) that it deems necessary to carry out the objectives of the Co-operative. The term of office of all standing committees shall be for two (2) years or less if so determined by majority vote of the Board. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, composition, chairperson, specific function and duties, minimum meeting requirements, reporting requirements, power and authority, and required resources.

Section 15.2 - Capacity of Board to Appoint & Direct Ad Hoc Committees

The Board may, from time to time, appoint any ad-hoc committee (a committee formed for a specific task or objective and dissolved upon completion of the task or achievement of the objective) that it deems necessary to carry out the objectives of the Co-operative. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, detailed description of the task and/or objective to be undertaken, general timelines, composition, chairperson, minimum meeting requirements, reporting requirements, power and authority, any required resources, and budget.

Section 15.3 - Right to Appoint External Committee Members

The Board may appoint committee members from outside the membership of the Co-operative, but the Chairperson of any committee shall be a director of the Co-operative.

Article 16 - Bonding and Indemnification

Section 16.1 - Right to Require Bonding of Directors & Staff

The Board may ensure that sufficient bonding insurance is carried on an ongoing basis for the Treasurer, all signing officers and any others in the Co-operative who may be involved in the handling of funds of the Co-operative.

Section 16.2 - Requirement to Indemnify Directors

Subject to the provisions of Section 44 of the Act, every Director and Officer of the Co-operative, his or her heirs, executors, administrators, and estates and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Co-operative, from and against:

a. All costs, charges, and expenses whatever, that such Director or Officer sustains or incurs in or about any action, suit, or proceeding, that is brought, commenced, or prosecuted, against the Director or Officer, for, or in respect of any act, deed, omission, matter or thing whatever, made,

done, or permitted, by the Director or officer, in or about the execution of the duties of his or her office; and

b. All other costs, charges, and expenses, that the Director or Officer sustains or incurs in or about or in relation to the affairs of the Co-operative, except such costs, charges or expenses as are incurred as a result of a Director's or Officer's own wilful neglect or default.

Section 16.3 - Right to Purchase Director & Officer Liability Insurance

To enhance and ensure the protection of the Directors and Officers generally provided under Section 16.2, the Board may ensure that sufficient indemnification insurance (Director & Officer Liability Insurance) is carried on an ongoing basis.

Article 17 - Director Conflict of Interest

Section 17.1 - Requirement of Director to Declare Conflict of Interest

Any member of the Board who has a financial, personal or other official interest in, or conflict (or any appearance of conflict) with any matter pending before the Board, or such nature that it prevents or may prevent that Board member from acting on the matter in an impartial manner, will declare to the Board the conflict of interest and voluntarily excuse himself/herself and vacate his/her seat and shall not participate in any discussions or vote on the said matter.

Section 17.2 - Requirement of Director to Notify Board of Possibility of Conflict of Interest

Any member of the Board who suspects they may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Board of the potential conflict of interest giving the details and circumstances of said potential conflict. The Board member shall then excuse himself/herself and vacate his/her chair and shall not participate in or be privy to any further discussions. Then, by majority vote, the remaining Directors shall come to a final determination on the validity of the potential conflict of interest situation.

Section 17.3 - Requirement of Director to Notify Board of a Another's Possible Conflict of Interest

Any members of the Board who feels that another fellow Board member may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Chairperson of such potential conflict of interest. The Chairperson shall then notify the Board member (in the position of potential conflict of interest) that they have been cited as being in a potential conflict of interest and that during the meeting at which the pending matter is to be discussed, they will be given an opportunity to address the question of conflict of interest. Once the matter of potential conflict of interest has been addressed by the Board member in question,

they shall be asked to vacate their seat and take leave of the meeting, at which point, the remaining Board members shall, by majority vote, come to a final determination of the validity of the potential conflict of interest.

Section 17.4 - Standard to be used when Considering Matters of Conflict of Interest

When an individual Board member and/or the Board as a whole is giving consideration to whether a particular set of circumstances constitutes a conflict of interest, the commonly accepted standards and principles of conflict of interest for non-profit directors of the time should be the context of that consideration.

Section 17.5 - Board Capacity to Make Policy Re Conflict of Interest

The Board may, from time to time and subject to these by-laws, develop specific policies on the matter of conflict of interest of Directors or staff.

Article 18 - Fiscal Period

Section 18.1 - Fiscal Period

The fiscal period of the Co-operative shall be a one-year period extending from April 1st to March 31st.

Article 19 - Rules of Procedure

Section 19.1 - Rules of Procedure

The conduct and procedures of any meetings shall be governed by the most recent edition of Robert's Rules of Order.

Article 20 - Dissolution

Section 20.1 - Right of Co-operative to Distribute Any Surplus at Dissolution

Consistent with Sections 127 (4) and 115 (5) of the Act, upon the dissolution of the Co-operative, the Co-operative shall, after paying all its debts and liabilities, distribute any remaining capital or financial assets to one or more co-operatives, non-profits and/or charitable organizations in Newfoundland and Labrador with similar purposes or that provides a general benefit to the Province, as decided by the dissolving Board.

Article 21 - Amendments to By-Laws

Section 21.1 - Super Majority Requirement for Amendments

These by-laws may be amended by a two-thirds ($\frac{2}{3}$) majority vote of the members participating in an AGM or Special Membership Meeting.

Section 21.2 - Notice Requirements to Members for By-law Amendments

All members of the Co-operative shall be notified, by mail, e-mail or fax, of any proposed amendments at least twenty-one (21) calendar days prior to the AGM or Special Membership Meeting at which the proposed amendment is to be considered.

These by-laws were last amended in 2023