

THE CO-OPERATIVE ASSOCIATIONS ACT
ARTICLES OF INCORPORATION AND BYLAWS
FOR A NONPROFIT CO-OPERATIVE

LIMITED BY SHARES

OR

LIMITED BY MEMBERSHIP FEE

1. NAME: The name of the association is the _____.
2. OBJECTIVES: The objectives for which the co-operative is established are to carry on on a co-operative basis:

including the acts and things set forth under Section 16 of the Co-operative Associations Act.

PROVIDED THAT, if for any reason, the operations of the Co-operative are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given and paid to some other nonprofit organization in Canada having objects similar to those of the Co-operative.

PROVIDED THAT, the Co-operative shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Co-operative shall be used solely for the purpose of the Co-operative, and the promotion of its objects.

PROVIDED THAT, no part of the income of the Co-operative shall be payable to or otherwise available for the personal benefit of any member thereof.

PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly any profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

3. LIABILITY: The liability of the members is limited.

4. REGISTERED OFFICE:

(a) The registered Office of the Co-operative shall be

(street/911 address and postal code)

The mailing address if different shall be

(PO Box or other mailing address and postal code)

Telephone: (902) _____ Fax: (902) _____ Email: _____

(b) The board may from time to time determine the place or places at which the business of the co-operative shall be carried on.

5. THE SEAL: The seal of the Co-operative shall be such as to make a circular impression having two circles between which are the words:

" _____ "

(co-operative's name)

and inside the inner circle the words, "Incorporated 20 ____"

6. FINANCIAL YEAR: the financial year of the co-operative shall be the first day of

_____ to the last day of _____.
(month) *(month)*

7. WITHDRAWALS: Members' applications to withdraw their membership and shares shall be made in writing to the board and shall be subject to a policy of the board of directors.

8. MEMBERSHIP: The Board shall determine the conditions of membership including the requirements to pay equity in the form of fees or shares. Members shall withdraw or be excluded from membership according to Section 29 and Regulations 4 and 6 of the Co-operative Associations Act, and also if a member acts contrary to the best interests of the Co-operative.

9. MEETINGS:

(a) The annual meeting of the members shall be held within four months of the year-end. Special meetings shall be held when called by the secretary as directed by the directors, or by a written request of the members as per Section 5(2) or Regulation 17 of the Co-operative Associations Act. All meetings shall be at such place as the directors or the Inspector may from time to time determine.

(b) At all meetings _____ of the members shall constitute a quorum.

(c) Notice of annual or special meetings shall be posted prominently in the place of business of the co-operative and shall also be mailed by post to the registered address of the members at least ten days prior to the meeting.

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10. BOARD OF DIRECTORS:

- (a) The board of directors shall consist of _____ directors who shall be elected for a term of _____ years arranged so that _____ director(s) are elected each year. The maximum number of consecutive terms a director may serve is _____.
- (b) The directors shall meet as often as the business of the Co-operative may require but not less than _____ .
A quorum shall consist of _____ directors.
- (c) If a vacancy occurs in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members shall hold an election to complete the term of vacancy.
- (d) Eligibility for election to the board of directors:
1. agrees with objectives of the cooperative;
 2. accepts leadership position when requested;
 3. supports the Co-operative wherever possible.

11. DUTIES OF OFFICERS: The board may appoint a president, secretary and other officers who are responsible to the board. Their duties shall be specified by the board.

12. SHARES AND MEMBER LOANS:

- (a) The Board shall determine the conditions of membership including the requirements to pay equity in the form of fees or shares.

For co-operatives limited by shares:

The par value of shares is _____ dollars (\$_____) each. There shall be no dividends paid on shares. A minimum number of shares to be held by each member is _____ .

OR

For co-operatives limited by membership fee:

The membership fee is _____ dollars (\$_____). The membership fee is not repayable.

- (b) Member loans may be issued. Interest rates shall be determined by the board of directors, but shall not exceed _____ % per annum.

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13. **GENERAL RESERVE:** A general reserve shall be created by allocating from retained earnings each year 100% of the surplus.
14. **BORROWING POWERS:**
- (a) The Co-operative is hereby authorized to borrow money from its members for specific periods of time at specific rates of interest.
 - (b) The Co-operative is authorized to exercise all and every power to borrow money and to secure payment thereof which is conferred upon it by the Nova Scotia Co-operative Association Act, Chapter 98, Acts of 1989.
 - (c) The directors of the Co-operative may exercise all such powers and to all such acts and things as may be exercised or done by the co-operative in respect of the borrowing of money, and the provision of security for such borrowing, as has been delegated to the directors by the co-operative.
 - (d) The directors of the Co-operative shall not, on behalf of the co-operative, authorize or approve capital borrowings or the guarantee of capital borrowings in excess of a total of _____ dollars (\$ _____) in a single fiscal year without having first obtained formal approval from a meeting of the members of the Co-operative by way of a special resolution.
15. **DISSOLUTION:** If for any reason the affairs of the Co-operative are dissolved or wound up and there remains after satisfaction of all liabilities, including shares and/or member loans, any property whatsoever, it shall be paid to a nonprofit organization whose objectives are similar to those of the Co-operative.
16. **CORPORATE INDEMNIFICATION:** subject to the provisions of the (N.S.) Co-operative Associations Act, every director and senior officer or his/her heirs, executors and administrators, and estate 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 out of any action, suit or proceeding that is brought, commenced or prosecuted against the director or officer, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the director or officer in or about the execution of the duties of his/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 thereof.

SUBSCRIBERS / FOUNDING MEMBERS

1. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

2. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

3. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

4. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

5. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

6. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

7. _____
signature # shares / membership fee paid

print name telephone number

address town postal code position

- Check all that apply
 Founding Member
 Director
 Officer _____
 position

Total number of shares taken/fees paid _____ Dated this _____ day of _____, 20 ____

Witness to above signatures: _____
signature *print name*

Address: _____

Occupation: _____ Telephone: _____