

Article 4: Member Control

4.1

Powers of

Board and Members (a)

The board runs the business of the co-op. The members do not do this directly. However, the powers of the members include

- electing directors under 5.4 of this By-law
- removing directors under 5.11 of this By-law
- approving the budget and housing charges under Article 4 of the Occupancy By-law
- requisitioning directors to act under Article 4 of this By-law, and
- appointing the auditor each year under 11.3 of this By-law.

(b) The *Act* allows members' meetings to make decisions if

- the by-laws or the *Act* say that a members' meeting must decide something
- the by-laws or the *Act* give members the right to overrule a board decision, or
- members follow the procedures in the *Act* and in Article 4 of this By-law.

4.2

Requisition for Passing a By-law or Directors' Resolution

- (a) Ten percent of the members can requisition the directors to pass any by-law or resolution. They must sign and deliver a notice to the co-op's office. The notice must state the wording of the by-law or resolution.
- (b) The board does not have to comply with the notice. If it wishes to comply, it must pass the by-law or make the decision within twenty-one days. If confirmation is required, the board must also call a members' meeting to confirm it within the twenty-one day time limit, or put it on the agenda for a meeting that has already been called. The meeting does not have to be held within the twenty-one day limit. If the board does not wish to comply with the notice, any of the members who requisitioned the meeting can call a members' meeting for that purpose. This members' meeting has the full power to pass the by-law or make the decision. This is the only way that members can adopt a by-law that the board has not passed.
- (c) The rules for these requisitions are in section 70 of the *Act*.

4.3

Requisition To
Put a Resolution
on the Agenda
of a Members' Meeting

- (a) Five per cent of the members can requisition the directors to put a resolution on the advance agenda for the next members' meeting. They must sign and deliver a notice to the co-op's office. The notice must state the wording of the resolution. This notice may include an explanation of the resolution of no more than one thousand words. The board will include this with the notice.

- (b) This procedure does not allow the members to
 - pass a by-law unless the board has already passed it, or
 - make a decision unless the members already had the right to make it without a requisition.

It does allow members to remove a director under 5.11 of this By-law.

- (c) Members can have any item put on the advance agenda for a members' meeting as stated in 3.6(d) of this By-law.

- (d) The rules for these requisitions are in section 71 of the *Act*.

4.4

Requisition for

a Members' Meeting (a)

Five percent of the members can requisition the directors to call a meeting for any purpose that is

- connected with the business of the co-op, and
- is in agreement with the *Act*.

They must sign and deliver a notice to the co-op's office. The notice must state the purpose for calling the meeting.

- (b) The board can include the business of the requisitioned meeting as part of any meeting that is scheduled during the time period stated in section 79 of the *Act*. Therefore, it is not necessarily a separate meeting.
- (c) This right to requisition does not allow the members to pass a by-law unless the board has already passed it. This procedure is to be used when the board is not calling members' meetings as often as it should. It does not give the members any authority which they do not already have.
- (d) The rules for these requisitions are in section 79 of the *Act*.

Article 5: Board of Directors

5.1

Powers and Duties
of the Board

- (a) The board manages and directs the business of the co-op. It can use all the powers of the co-op, unless the *Act* or the by-laws say that a members' meeting is needed to decide on a specific matter.
- (b) The board can act only by a decision at a proper board meeting.
- (c) The board must carry out the list of responsibilities attached to this By-law as Schedule E.

5.2

Number of Directors
and Quorum

- (a) The board is made up of ten directors.
- (b) Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.
- (c) Five to six directors make up a quorum to deal with the business of the co-op.

5.3

Who Can Act
as a Director

- (a) The rules stating who can be a director are in section 89 of the *Act*. They are repeated in this By-law.

To be a director, a person must be eighteen years or older and a member of the co-op.