

PROPOSED BYLAW AMENDMENT
Lloydminster & District Co-operative
To be voted on at the AGM, April 29th, 2019

Current Bylaw

3.10 Members Who Have Reached the Age of 65 & 70

- a. When an individual member reaches the age of 65 years, he may request payment of amounts in excess of \$500.00 owing to him; and the payment pursuant to such a request shall be subject to paragraph 3.14.
- b. When an individual member reaches the age of 70 years, he may request payment of amounts owing to him, except for those shares required as a condition of membership; and the payment of out pursuant to such a request shall be subject to paragraph 3.14.

Proposed Amendment

Whereas

The Co-operatives Act permits the Board to propose amendments to the bylaws of the Lloydminster & District Co-op subject to ratification by the members.

Whereas

Current bylaw 3.10 (a)(b) are in contradiction to current bylaw 3.14(d) **Payment to Members** which was amended in 2008.

Whereas

Lloydminster & District Co-operative follows the bylaw provisions of 3.14 (d) **Payment to Members** when conducting operations.

Whereas

Applications for equity share repayment can be requested by membership who have reached the age of 65, which also reflects the current wording of bylaw 3.14 (d) **Payment to Members**.

Now therefore be it resolved

That the bylaws of the Lloydminster & District Co-operative be amended by removing 3.10 (b) in its entirety and changing section **3.10 (a)** to be replaced and read as follows:

Proposed Bylaw

3.10 Members Who Have Reached the Age of 65

- a. When an individual member reaches the age of 65 years, he may request payment of amounts owing to him, except for those shares required as a condition of membership; and the payment pursuant to such a request shall be subject to paragraph 3.14.

Mover

Seconder

Date

President

Secretary

**BYLAWS OF
LLOYDMINSTER AND DISTRICT CO-OPERATIVE LIMITED**

3.14 Payment to Members

- a. Subject to clause (d), the Co-operative shall purchase all of a withdrawing member's shares at their par value and shall repay the member loans within six months of the date of the directors' approval of the withdrawal, when withdrawal is for one of the following reasons:
 - Death of the member; or
 - The member has permanently moved out of the trading area
- b. Subject to clause (d), when withdrawal is for reasons other than those described in clause (a), the Co-operative shall repay those shares required as a condition of membership, at their par value, and the member loans within six months of the date of the directors' approval of the withdrawal; and the balance of the member's allocated earnings shall be paid within a period not exceeding twenty years of the date of the directors' approval of the withdrawal.
- c. Subject to clause (d), when the directors have terminated the membership of a person in the Co-operative, the Co-operative shall pay the amounts due to the member in the manner provided in the Act.
- d. When, in the opinion of the directors, payment of all amounts due to members would impair financial stability of the Co-operative, or would be contrary to the interests of the remaining members, the directors shall pay such amounts according to the following order of priority:
 - To persons whose memberships have been terminated;
 - To estates of deceased members;
 - To members who have withdrawn because they moved permanently out of the trading area of the Co-operative;
 - To members who have reached the age of 65 years; except for those shares required as a condition of membership.
- e. The directors may purchase at par value a member's shares, except for those required as a condition of membership, at such time and in such amounts as, in their discretion, the financial position of the Co-operative permits.

PROPOSED BYLAW AMENDMENT
Lloydminster & District Co-operative
To be voted on at the AGM, April 29th, 2019

Current Bylaw

6.5 Removal of Directors

- a. Any director who is absent from three consecutive regular meetings of the Board may be removed from office by a majority vote of all the remaining directors.

Proposed Amendment

Whereas

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

Whereas

The Lloydminster and District Co-operative Association actively supports co-operation within the co-operative movement through appointment or election of Directors to represent our community in regional, provincial or inter-provincial structures

Whereas

Current bylaw wording in **6.5 (a)** is in contravention of section 80(1) of The Saskatchewan Co-operatives Act 1996, which states "...the members of a co-operative may remove any director from the office by a resolution approved by two-thirds of the votes cast at a general meeting".

Whereas

Commitment and participation is expected of directors and limited attendance is a hindrance on the effectiveness of the Board.

Whereas

A formal policy is in place and will ensure board diligence in holding its fellow directors accountable on behalf of the membership.

Now therefore be it resolved

That the Bylaws of the Lloydminster and District Co-operative be amended by changing section **6.5 (a)** to be replaced in its entirety and read:

Proposed Bylaw

6.5 Removal of Directors

- a. Board members shall attend meetings on a regular and punctual basis. Absence from the Board for three consecutive meetings or four meetings in a twelve-month period shall be considered a board attendance problem. If a Board attendance problem exists, the Board chair will promptly contact the member to discuss the problem. The member's response will be promptly shared with the entire Board at the next board meeting. At that meeting the board will decide what actions to take regarding the board member's continued membership on the board. The members of the co-operative may remove any Board member from office by a resolution approved by two-thirds of the votes cast at a general meeting. The Board member may also cease to hold office by submitting a written resignation to the co-operative.

Mover

Secunder

Date

President

Secretary

SASKATCHEWAN CO-OPERATIVES ACT, 1996

Removal of directors

80(1) Unless the bylaws provide for a lesser vote, the members of a co-operative may remove any director from office by a resolution approved by two-thirds of the votes cast at a general meeting.

(2) Where the holders of any class or series of preferred shares of a co-operative have an exclusive right to elect a director, that director may only be removed by an ordinary resolution at a meeting of the preferred shareholders of that class or series.

(3) A vacancy created by the removal of a director may be filled at the meeting of the members or shareholders at which the director is removed or, where not so filled, may be filled pursuant to section 74.