



Resolution to be passed at the Peg City Car Co-op AGM on May 26, 2020

Resolution/motion:

the Articles of Incorporation to be amended to establish a limit on the number of investment shares authorized. Section 11 of the Articles will be amended from:

"The cooperative may issue an unlimited number of Class "A" and Class "B" Investment Shares without par value with the preferences, rights, conditions, restrictions, limitations and prohibitions as described in Appendix "1" to these Articles" to:

"The cooperative may issue \$200,000 of Class "A" and \$2,000,000 Class "B": Investment Shares without par value with the preferences, rights, conditions, restrictions, limitations and prohibitions as described in Appendix "1" to these Articles."



Resolution to be passed at the Peg City Car Co-op AGM on May 26, 2020

Resolution/motion:

To amend the PCCC by-laws in the following sections to better align with operating practices, board governance best practices and The Act:

Amendment #1 – Section 2.08 Fundraising Arrangements

Delete “upon the passing of a resolution of the majority of members present at a meeting of members”, as membership approval is not required as per the Cooperatives Act.

2.08 The Cooperative may, ~~upon the passing of a resolution of the majority of members present at a meeting of members~~, from time to time raise funds other than by way of the borrowing of money, to maintain, hold or protect the interest of the Cooperative in the business of the Cooperative, by issuing Investment Shares, or, if Investment Shares have already been issued, by issuing additional Investment Shares of an existing class or a new class, in the board's discretion, at and for a price as set by the board from time to time subject to amendment to the Articles accordingly (the "Additional Investment Shares").

Amendment #2 – Section 3.04 (b) Membership Qualification, Election and Term

Add the word “consecutive” to the clause below for clarity

(b) Retiring directors, if qualified, shall be eligible for re-election. Directors may serve for a maximum of three *consecutive* two-year terms. After a one-year hiatus former directors are eligible for re-election

Amendment #3 – Section 6.10 (a) Withdrawal of Members

Replace language as follows to align with preferred operational practices

CURRENT: A member may withdraw from the Cooperative by giving to the Secretary of the Cooperative 3 months' notice of the intention to withdraw.



PROPOSED: A member may withdraw from the cooperative by providing three months notice of the intention to withdraw. The board, or an officer of the co-op, may at their discretion, accept any application for withdrawal upon shorter notice.

Amendment #4 – Section 6.12 Termination of Membership for Cause

Replace language as follows to align with preferred operational practices

CURRENT: 6.12 If a member's conduct is considered to be detrimental to the welfare of the Cooperative, the board may, by a special resolution passed by the directors at a meeting called to consider the resolution, terminate the membership of the member for cause. The member shall receive at least 7 days' notice of the meeting at which the resolution is to be considered, together with a statement of the grounds upon which the membership of the member is proposed to be terminated. The member is entitled to appear, either personally or by or with an agent or counsel, to make submissions at the meeting.

PROPOSED: 6.12 If a member's conduct is considered to be detrimental to the welfare of the Cooperative, the board, or officer of the co-op, may terminate the membership of the member for cause and shall provide notice via letter or written electronic communication. The member may appeal to the board within 7 days of the notice of termination. The Board of Directors shall meet 30 days from the date of receiving the appeal. The member is entitled to appear, either personally or with an agent or counsel, to make submissions at the meeting."

Amendment #5 – Section 6.16 Membership Shares upon Withdrawal and Termination of Membership

Remove “or 180 days from the date of approval of membership in the Cooperative, whichever is later” to align with preferred operational practices

6.16 Within 90 days of the termination of a membership or the withdrawal of a member or of the membership otherwise ceasing ~~or 180 days from the date of approval of membership in the Cooperative, whichever is later~~, the member or the member's personal representative shall be entitled to sell to the Cooperative any membership shares held by the member;

Amendment #6 – Section 9.05 (a) Notice of Meetings

Amend time frame for giving meeting notice from “no less than 5 working days nor more than 20



working days” to “no less than 21 days nor more than 50 days” to reflect preferred practices and align with the default notice period given in the Act.

9.05 (a) Notice of the time and place of each meeting of members shall be given in the manner provided by the by-laws (see section 11.01) not less than ~~5-working~~ 21 days nor more than ~~20-working~~ 50 days before the date of the meeting.

Amendment #7 – Section 9.14 Adjournment

Remove section below to align with best practices as it is not a requirement of the Act

9.14 If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

~~If within half an hour from the time appointed for a meeting quorum is not present, the meeting, if convened upon the requisition of a member or members, pursuant to the provisions of the Act, shall be dissolved and shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the member or members present shall be a quorum.~~

Amendment #8 – Section 11.01 (d) Method of Giving Notices

Add “or delegated staff” to align with preferred operational practices

(d) The secretary *or delegated staff* may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary *or delegated staff* to be reliable