

**Rules of Association
of the Victoria Car Share Co-operative Association**

Adopted by the Members on the
November 26, 2009.

Rules of the Victoria Car Share Co-operative

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Rules of the Victoria Car Share Co-operative

Rule 1 Interpretation

1.1 Definitions

In these Rules:

- (a) "Act" means the *Cooperative Association Act* of British Columbia from time to time in force and all amendments to it;
- (b) "adjourned meeting" means the meeting to which a meeting is adjourned;
- (c) "Association" means the Victoria Car Share Co-operative;
- (d) "board" or "the directors" mean the directors of the Association for the time being;
- (e) "member" means a member of the Association and includes a joint member;
- (f) "regulation" means the regulation under the *Cooperative Association Act* as made and amended from time to time;
- (g) "Rules" means these Rules and all amendments, additions, deletions or replacements from time to time in force and effect.
- (h) "special resolution" means a resolution of the members of the Co-op that is passed at a duly called general meeting by a 2/3 majority of the total votes cast by the members who are entitled to vote on the resolution, or alternatively, a resolution that is submitted to all members who are entitled to vote on the resolution and passed by being consented to in writing by all of them;

1.2 Cooperative Association Act definitions apply

Subject to Rule 1.1, words and expressions defined in the Act as they read on the date these Rules become applicable to the Association apply to these Rules, with the necessary changes, so far as applicable.

1.3 Interpretation

Words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and eligible organizations.

1.4 Cooperative Association Act governs

If there is a conflict or inconsistency between the Act and the Rules, the Act governs.

Rule 2 Membership

2.1 Open membership

Membership in the Association is open in a non-discriminatory manner to individuals and eligible organizations that can use the services of the Association and are willing and able to accept the responsibilities of membership.

2.2 Application for membership

An individual or eligible organization that wishes to become a member must submit to the Association a written application for membership in the form provided by the Association for that purpose and payment for the minimum number of membership shares required under 2.4 for membership in the Association.

2.3 Age qualification

To be eligible for membership in the Association, an individual must be at least 16 years of age.

2.4 Minimum share requirement

Shares are designated as membership shares and each member must, as a condition of membership, subscribe to at least four (4) of those shares.

2.5 Approval of application

The directors, or a person authorized by the directors to approve applications for membership, may approve or refuse an application for membership and may postpone consideration of an application for membership.

2.6 Group, Residential Developer and Commercial Memberships

A group of up to four persons belonging to an organization or employed by the same business may be admitted as a Group Membership by submitting a written application and a payment equal to the purchase price for seven (7) fully paid up shares. More persons may be added to the group membership by purchasing one share for each additional group member. The exercise of the membership rights and remedies of all persons belonging to the Group Membership shall be the same as set out in Rule 3 herein and for all other purposes, the Group Membership shall be treated as a joint membership as provided by these Rules and the Act.

2.6.1. Residential Developer Memberships

For the purposes of this Rule, a “Residential Developer” is defined as an individual, corporate entity or partnership which is developing or has developed a property comprised of separate residential units (such residential units are together a “Residential Development”) and which wishes to assist the owners, tenants or occupants of such residential units in using a car-share system to assist in reducing the environmental impact of the proposed or existing Residential Development and the dependence on cars by those who occupy or are to occupy the Residential Development.

A Residential Developer may be admitted as a Residential Developer Member in respect of any Residential Development constructed or being constructed by the Residential Developer by submitting a written application and a payment equal to the purchase price for seven (7) fully paid up shares. More shares may be issued to the Residential Developer for each residential unit completed by the Residential Developer in the Residential Development, but all shares so issued must be held by the Residential Developer. In connection with a Residential Developer becoming a member in respect of a specific Residential Development, the owners, tenants or occupants of the Residential Development shall be entitled to enjoy the benefits of membership in the Association subject to:

1. terms and conditions to be agreed to between the Residential Developer and the Association;
2. Approval of the owner, tenant or occupant under user benefit criteria, which criteria is at the absolute discretion of the Directors. The approval criteria under this rule can be no different than the approval criteria the directors would apply to any person applying in the ordinary course for membership in the Association; and

3. The owner, tenant or occupant entering into a written contract the Association, the terms of which shall be at the absolute discretion of the Directors.
4. Notwithstanding these Rules or the Act, the shares so issued to the Residential Developer may not be transferred to any other person except on terms and conditions as agreed to in writing between the Residential Developer and the Association. For greater certainty, a Residential Developer will need to apply for a new Residential Developer Membership for each Residential Development constructed by the Residential Developer.

2.6.2. Commercial Unit Memberships

For the purposes of this Rule, a “Commercial Unit” is defined as a non-residential building, demised unit or strata lot and “Commercial Unit Owner” is defined as an individual, corporate entity or partnership which owns, leases or subleases a Commercial Unit and wishes to use a car-share system to assist in reducing the environmental impact of the Commercial Unit and the dependence on cars by those who work in or out of the Commercial Unit.

A Commercial Unit Owner may be admitted as a Commercial Unit Member in respect of any Commercial Unit owned, leased or subleased by the Commercial Unit Owner by submitting a written application and a payment equal to the purchase price for seven (7) fully paid up shares. Pursuant to the Commercial Unit Membership, up to four persons who work in or out of the relevant Commercial Unit shall be entitled to enjoy the benefits of membership in the Association on terms and conditions to be agreed to between the Commercial Unit Owner and the Association. More shares may be issued to the Commercial Unit Owner for each additional person who works in or out of the relevant Commercial Unit that the Commercial Unit Owner wishes to enjoy the benefits of membership in the Association on terms and conditions to be agreed to between the Commercial Unit Owner and the Association, but all shares so issued must be held by the Commercial Unit Owner. Notwithstanding these Rules or the Act, the shares so issued to the Commercial Unit Owner may not be transferred to any other person except that, in the event that an owner of a Commercial Unit is the holder of the Commercial Unit Membership in respect of that Commercial Unit and such owner transfers such Commercial Unit to another person, or in the event that any tenant or subtenant of a Commercial Unit is the holder of the Commercial Unit Membership in respect of that Commercial Unit and such tenant or subtenant assigns its lease or sublease to another person, then such owner, tenant or subtenant, subject to the approval of the Directors, shall transfer its membership shares to the transferee or assignee (as relevant) concurrently with the completion of such transfer or assignment (as relevant). In the event that such a transfer of membership shares does not take place within 60 days of the transfer of the relevant Commercial Unit or assignment of lease or sublease, as relevant, then the Association may terminate the Commercial Unit Membership as provided by the Rules.

2.7 Effective date of membership

Membership is effective on the day that the application for membership is approved under Rule 2.5.

2.8 Withdrawal from membership

A member may withdraw from membership in the Association by

- (a) giving written notice to the directors of the member's intention to withdraw, and
- (b) surrendering any share certificates in respect of membership shares.

2.9 Effective date of withdrawal

The membership of a member ceases on the date the member has complied with the requirements of Rule 2.8.

2.10 Notice of death or bankruptcy of individual member

Subject to Rule 3.6 (b), notice to the Association of the death or bankruptcy of an individual member has the same effect as a notice of intention to withdraw, and Rules 2.8, 2.9, 2.14 and 9.4 apply with the necessary changes, so far as applicable.

2.11 Notice of bankruptcy, liquidation or dissolution of eligible organization member

Notice to the Association of the bankruptcy, liquidation or dissolution of a member that is an eligible organization has the same effect as a notice of intention to withdraw, and Rules 2.8, 2.9, 2.14 and 9.4 apply with the necessary changes, so far as applicable.

2.12 Grounds for termination of membership

The Association may terminate the membership of a member in accordance with the Act if

- (a) the member has engaged in conduct detrimental to the Association,
- (b) the member has not paid money due by the member to the Association within a reasonable time after receiving written notice to do so from the Association,
- (c) in the opinion of the directors, based on reasonable grounds, the member
 - (i) has breached a material condition of an agreement with the association, and
 - (ii) has not rectified the breach within a reasonable time after receiving written notice to do so from the Association.

2.13 Appeal of termination of membership

The right of appeal of a person whose membership in the Association is terminated for a reason set out in Rule 2.12 is governed by the Act.

2.14 Effect of termination, withdrawal or other cessation of membership

- (1) When a member withdraws from membership or a membership is terminated or ceases for any reason, all rights and privileges attached to membership cease except the right to require the Association to redeem, in accordance with Rule 9.4 and 9.5, whichever is applicable, the member's membership shares and, if applicable, investment shares.
- (2) The cessation of membership does not release the former member from any debt or obligation owed to the Association unless the instrument of debt or obligation states otherwise.

Rule 3 Joint Membership

3.1 Joint membership

Two or more individuals or eligible organizations may apply in accordance with Rule 2.2 to be joint members and, if the application is approved under Rule 2.5, the joint members hold the membership shares purchased in respect of the joint membership in joint tenancy.

3.2 Voting rights of joint members

- (a) The voting rights of joint members are governed by the Act.
- (b) The signature on a written resolution of any one of the joint members of a membership is sufficient signature for all of the joint members of that membership.

3.3 Business done by joint member

Business done by one joint member is deemed to be business transacted by the joint members of the membership.

3.4 Joint members — liability and payments

The liability of joint members for amounts due to the Association in respect of the joint membership and the payment of amounts due to joint members from the Association in respect of the joint membership are governed by the Act.

3.5 Withdrawal of joint membership

- (a) Joint members may withdraw from membership by complying with Rule 2.8.
- (b) The written notice required by Rule 2.8 (a) must be signed by all joint members.

3.6 Death of a joint member

- (a) On receipt of proof satisfactory to it of the death of one joint member, the Association may treat the surviving joint members as the owners of the membership shares held by the joint members.
- (b) The death of one joint member does not have the same effect as a notice of withdrawal under Rule 2.8.

3.7 Entitlement of joint members to act as directors

Only one joint member of a membership is entitled to be a director of the Association at any one time unless that joint member or another of the joint members

- (a) is a member in his or her own right, or
- (b) is authorized to represent a member that is an eligible organization.

Rule 4 Share Structure

4.1 Authorized share structure

The authorized share structure of the association is set out in the memorandum.

Rule 5 — Payment for Shares

5.1 Payment for shares

- (a) Except as provided in this Rule, the Association must not issue or allot membership or investment shares unless the shares are paid for in accordance with the Act.
- (b) Membership shares may be payable on call.

5.2 Calls on unpaid amount of membership shares

The directors may make calls on the members for any of the money unpaid on membership shares and a call is deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

5.3 Interest on unpaid call

- (a) If a call is not paid on or before the date set for payment by the resolution referred to in Rule 5.2, the member from whom the money is due on call must pay interest on the unpaid amount of the call at the rate of 8% per year from the date set for payment until the date of payment.

- (b) The interest that accumulates under subrule (a) is a debt due to the Association.
- (c) The directors may waive payment of interest due under subrule (b).

5.4 Dividends or interest on membership shares

Payment of dividends or interest on membership shares that are not fully paid is governed by the Act.

5.5 Notice requiring payment of call

If a member fails to pay a call on or before the date set for payment by the resolution referred to in Rule 5.2, the directors may, at any time after that date, serve a notice on the member requiring payment within 14 days from the date of service of the unpaid amount of the call together with any interest that accrues under Rule 5.3.

5.6 Failure to comply with notice

If a member on whom or on which a notice has been served under Rule 5.5 does not make the payment required by that notice in the time specified, the share in respect of which the notice is given may be forfeited to the Association by a resolution of the directors.

5.7 Effect of forfeiture

- (a) A forfeiture under Rule 5.6 is effective on the date that the directors make the resolution referred to in that Rule.
- (b) A member whose share has been forfeited in accordance with a resolution under Rule 5.6 ceases to be a member in respect of the forfeited share and the directors may strike the member's name from the register of members and cancel the share certificate in respect of the forfeited share.
- (c) A forfeited share may be sold or otherwise disposed of on terms and in a manner the directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on terms the directors think fit.
- (d) A member whose share has been forfeited remains liable to the Association for interest that accrued under Rule 5.3 to the date of the resolution under Rule 5.6 and that interest is a debt due to the Association.

Rule 6 Share Certificates

6.1 Entitlement to share certificate

- (a) The Association may issue certificates in respect of membership shares in accordance with the Act.
- (b) The Association is not required to issue more than one certificate in respect of a membership share or investment share held by joint members, and delivery of a share certificate to one joint member is sufficient delivery to all.

6.2 Form of share certificate

Every share certificate issued by the Association must comply with the Act and be in a form approved by the directors.

6.3 Manual signing of share certificates

Each share certificate issued by the Association must be signed manually by at least one director or officer of the Association.

6.4 Lost or destroyed certificates

If a share certificate is lost, stolen or destroyed, the Association must issue to the member entitled to the lost, stolen or destroyed certificate a new share certificate as a replacement if

- (a) the Association has no notice that the lost, stolen or destroyed certificate has been acquired by a purchaser for value who entered into the transaction honestly and without notice of any adverse claim, including a claim that a transfer was or would be wrongful,
- (b) the directors are satisfied that the certificate is lost, stolen or destroyed,
- (c) the Association receives payment of the reasonable fee, if any, required by the directors for the issue of a replacement certificate, and
- (d) the Association receives the indemnity, if any, the directors consider appropriate.

Rule 7 Transfer of Shares

7.1 Requirements of instrument of transfer

- (a) An instrument of transfer of any shares in the Association must
 - (i) be in writing,
 - (ii) specify the number and class of shares being transferred, and
 - (iii) be executed and dated both by the transferor and transferee, or an attorney authorized in writing by the transferor or transferee, as applicable, or if the transferor or transferee is an eligible organization, by a duly authorized director, officer or attorney of the organization.
- (b) The transferor remains the holder of the shares until the name of the transferee is entered in the register of members.

7.2 Form of transfer

Shares in the Association may be transferred in the following form, or in another usual or common form approved by the directors:

I,[transferor], of [address of transferor] in consideration of the sum of \$..... paid to me by [transferee], of [address of transferee], do transfer to the transferee [number and class] shares in the [name of association], for which certificates are attached, to be held the transferee or his or her personal representatives and assignees, subject to the conditions on which I held the same at the time of the execution; and I, the transferee, agree to take the shares subject to those conditions.

Signed on (year, month, day)

(Signature of transferor).....

Signature of transferee).....

(Signature of witness).....

7.3 Effective date of transfer of shares

A transfer of shares does not take effect until

- (a) any lien of the Association on the shares has been satisfied,
- (b) the transfer has been authorized by the directors, and
- (c) the name of the transferee is entered in the register of members.

7.4 Registering a transfer

The directors must immediately enter the name of the transferee in the register of members when, with respect to the transfer of a share,

- (a) the requirements set out in Rule 7.3 (a) and (b) have been met,
- (b) a duly executed instrument of transfer with the certificate issued in respect of the share attached has been delivered to the Association, and
- (c) that certificate has been cancelled.

7.5 Effect of lien on transfer or assignment of shares

The Association may refuse to register a transfer or acknowledge an assignment of membership shares, dividends or interest affected by a lien established by the Act.

Rule 8 Transmission of Shares

8.1 Procedure on death of a member

The person entitled to the membership or investment shares of a deceased member may, on providing proof satisfactory to the directors of the death of the member and the person's entitlement,

- (a) if the person is not a member, apply under Rule 2 for membership in the Association,
- (b) if the person is a member, request that the directors register the membership and investment shares in the member's name, or
- (c) apply to the directors to redeem the shares.

8.2 Registration of share prohibited if person entitled is not a member

The Association must not register a membership share in the name of the person entitled to a deceased member's shares unless

- (a) that person is a member, and
- (b) the transfer has been authorized by the directors.

8.3 Redemption of shares

If the person entitled to the membership share of a deceased member does not qualify for membership under Rule 2 or the directors do not authorize the transfer of shares to that person, the Association must, subject to the Act, redeem those shares by paying to that person, within 4 months of the date on which the person provided the Association with proof of his or her entitlement, the amount paid up on the shares.

Rule 9 Redemption of Shares

9.1 Association authorized to purchase and redeem its shares

Subject to the Act, these Rules and the special rights and restrictions attached the shares, the Association may, by a resolution of the directors, redeem any of its shares at the price and on the terms specified by the resolution.

9.2 Redemption of shares to be made ratably

(a) If the Association proposes, at its option, to redeem some but not all of the shares, it must make its offer ratably to every shareholder.

(b) A redemption of shares under subrule (a) must be made on a fair and equitable basis.

9.3 Sale and voting of redeemed shares

Subject to the Act, the Association may sell any share redeemed by it, but, while the Association retains the share, the Association must not exercise any vote, or pay or make any dividend or other distribution, in respect of that share.

9.4 Redemption of shares on withdrawal of membership

Subject to the Act, if a member withdraws from membership, the period within which the Association must redeem the shares of the former member is 4 months from the effective date of the withdrawal.

9.5 Redemption of shares on termination of membership

If the Association terminates the membership of a member under Rule 14, the Association must redeem the shares of the member in accordance with the Act.

9.6 Entitlement to redemption

(a) Subject to the Act, an individual member who has attained 60 years of age may require the Association to redeem any of his or her shares except those shares required to be held as a condition of membership.

(b) A member who wishes to have the Association redeem any of his or her shares under subrule (a) must give written notice to the Association and the Association, on receipt of the share certificates relating to the shares to be redeemed, and subject to the Act, must pay the member the amount paid up on the shares within 4 months.

9.7 Amount paid on redemption

A member is entitled to the amount paid up on the par value of a membership share on redemption by the Association under this Part.

Rule 10 — Register of Members

10.1 Register of Members

The Association must keep and maintain a register of members in accordance with the Act.

Rule 11 — General Meetings of the Association

11.1 Annual general meetings

The Association must hold its first and subsequent general meetings within the time provided by the Act.

11.2 Business at annual general meeting

At the first general meeting and at each annual general meeting the following business must be considered:

- (a) report of the directors;
- (b) financial statement;
- (c) auditor's report, if applicable;
- (d) election or appointment of directors;
- (e) appointment or waiver of appointment of an auditor.

11.3 Order of business at annual general meeting

The order of business at the first general meeting and at annual general meetings, to the extent appropriate in the circumstances, must be as follows:

- (a) meeting to be called to order;
- (b) notice convening meeting to be read;
- (c) minutes of preceding annual general meeting to be read and adopted or amended and adopted as required;
- (d) business arising out of minutes to be considered;
- (e) reports of standing and special committees to be read;
- (f) financial statement to be placed before the meeting;
- (g) reports of directors and auditors to be read;
- (h) election of directors and appointment of auditors;
- (i) special business to be considered;
- (j) unfinished business to be considered;
- (k) new business to be considered.

11.4 Special business

- (a) Any business other than business listed in Rule 11.2 is special business.
- (b) Special business must be approved by ordinary resolution of the members unless the Act or these Rules require otherwise.

11.5 Special general meetings

- (a) The calling of a special general meeting by the directors, either on their own initiative or in response to a requisition by the members, must be in accordance with the Act.
- (b) The requisitioning of a special general meeting by the members must be in accordance with the Act.
- (c) The directors may determine the order of business at a special general meeting.

11.6 Time and place of general meetings

General meetings must be held at the time and place in British Columbia that the directors specify or, in accordance with the Act, outside British Columbia.

11.7 Provision for 2 or more general meetings for the same matters

(a) If it is not possible to hold one general meeting at a time when, or place where, a large portion of the membership is able to attend, 2 or more general meetings may be held at the times and the places in British Columbia that the directors specify in accordance with the Act.

(b) Votes taken at meetings referred to in subrule (a) must be by secret ballot.

(c) The sum of the total votes taken at the meetings referred to in subrule (a) determine whether a resolution considered at those meetings is adopted or rejected.

11.8 Record date

(a) The record date for any general meeting is the 30th day before the date of the meeting of members.

(b) Only those members whose names are entered on the register of members on the record date are entitled to vote at the general meeting.

11.9 Notice of general meetings of the Association

Notice of general meetings must be given to members and to the auditor of the Association, if any, in accordance with the Act.

11.10 Financial statement

A copy of the financial statement that is to be placed before a general meeting must be provided to the members at least 10 days before the date set for the meeting.

11.12 Notice of special business

If special business is to be considered at a general meeting, the notice of the meeting under Rule 11.9 must state the nature of the special business in sufficient detail to permit a member to form a reasoned judgment concerning the business.

11.13 Notice of special resolution

(a) If a special resolution is to be proposed at a general meeting, the notice under Rule 11.9 of that meeting must include

(i) the full text of the special resolution, or,

(ii) if the full text of the special resolution is too lengthy for convenient inclusion in the notice, a summary of the text in sufficient detail to permit a member to form a reasoned judgment concerning the special resolution.

(b) If a notice under Rule 11.9 contains a summary of the text of a special resolution as provided in subrule (a) (ii), the notice must also state the place where the full text of that special resolution can be read or copied.

11.14 Notice of adjourned meeting

If a general meeting is adjourned for fewer than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the first meeting that is adjourned, but if a

general meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting.

11.15 Manner of giving notice

The notice and financial statement required to be provided to members under this Rule must be given in a manner permitted in Rule 23 of these Rules.

11.16 Meeting valid despite failure to give notice

The accidental omission to give notice of any general meeting to, or the non-receipt of any notice by, a member or person entitled to receive notice does not invalidate any proceedings at that meeting.

11.17 Quorum

The quorum for the transaction of business at a general meeting is 10% of the total number of members entitled to vote at the meeting.

11.18 Requirement of quorum

No business, other than the election of a chair and the adjournment of the meeting, may be transacted at any general meeting unless a quorum is present at the commencement of the meeting, and if at any time during the meeting there ceases to be a quorum present any business then in progress is suspended until there is a quorum present or until the meeting is adjourned or terminated as the case may be.

11.18a Lack of quorum

If within ½ hour from the time appointed for an annual general meeting a quorum is not present, the meeting shall stand adjourned for a further ½ hour from the time appointed and, if within one hour from the time appointed a quorum is not present for the meeting, eligible voters present shall constitute a quorum.

11.19 Chair

Subject to Rule 11.20, the president or, in the absence of the president, the vice-president of the Association, must preside as chair at every general meeting.

11.20 Alternate chair

If there is no chair present within 30 minutes after the time appointed for holding the meeting, the members present at a general meeting must elect a member to chair the meeting.

11.21 Adjournments by chair

The chair of a general meeting may, and if so directed by the members must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.22 Secretary

The directors at a general meeting must appoint a member to act as secretary at the meeting.

11.23 Minutes of meetings

The secretary must record the minutes of all resolutions and proceedings at a general meeting in books provided by the directors for that purpose.

11.24 Persons entitled to be present

The only persons entitled to be present at a general meeting are those entitled to vote at that meeting, the auditor of the Association, if any, and others who are entitled or required under any provision of the Act or these Rules to be present.

11.25 Other persons may be admitted

A person who is not entitled to be present at a general meeting under Rule 11.24 may be admitted to a meeting only on the invitation of the chair or with the consent of the members at the meeting.

11.26 Meetings by conference telephone

The Association may permit members to participate in general meetings and vote by telephone or other communications medium in accordance with the Act.

Rule 12 — Voting at General Meetings

12.1 Actions to be determined by ordinary resolution

At a general meeting, every motion must be determined by ordinary resolution unless otherwise required by the Act or these Rules.

12.2 Chair not entitled to casting vote

In case of an equality of votes,

- (a) the chair of a general meeting is not entitled to a second or casting vote, and
- (b) the motion is lost.

12.3 Decisions by show of hands or poll

Unless otherwise provided in these Rules or the Act, every motion for a resolution put to a vote at a general meeting is to be decided on a show of hands unless

- (a) before or promptly on the declaration of the result of the vote by a show of hands, a poll is directed by the chair or demanded by at least one individual who is present and entitled to vote, or
- (b) one or more members vote at the meeting by telephone or other communications medium, in which event the voting must be by poll or conducted in any other manner that adequately discloses the intentions of the members.

12.4 Polls

- (a) An individual present and entitled to vote at a general meeting may demand that a poll be taken on any matter under consideration at that meeting either before or promptly after the vote by show of hands is taken.
- (b) Subject to Rule 12.6, a poll must be taken in the manner and at the time, either at the general meeting or within 7 days after the date of the meeting, and at the place that the chair of the meeting directs.

(c) The result of the poll is deemed to be a resolution of the general meeting at which the poll is demanded.

(d) The person who demanded a poll may withdraw the demand before the poll is taken.

12.5 Chair must resolve dispute on a poll

The chair must determine any dispute as to the admission or rejection of a vote given on a poll, and the chair's determination, made in good faith, is final and conclusive.

12.6 Demand for a poll on adjournment

A poll demanded on a motion for adjournment must be taken immediately at the meeting.

12.7 Demand for a poll not to prevent continuance of meeting

A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the motion on which the poll has been demanded unless the chair orders otherwise.

12.8 Declaration of result

The chair must declare to the general meeting the decision on every motion in accordance with the result of the show of hands or the poll, and that decision must be entered in the minutes of the meeting.

12.9 Declaration is proof

Unless a poll is required or demanded, a declaration by the chair that a motion has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the general meeting is proof, in the absence of evidence to the contrary, of the fact without proof of the number or proportion of the votes recorded in favor of or against that motion.

12.10 Retention of ballots

Each ballot cast on a poll,

- (a) must be kept at the registered office of the Association for 3 months after the general meeting,
- (b) during the period referred to in paragraph (a), must be open to inspection at the registered office of the Association during the Association's normal business hours by any member entitled to vote at the meeting from which the ballot came, and
- (c) may be destroyed at the end of the period referred to in paragraph (a).

Rule 13 — Voting Rights of Members

13.1 Voting rights and restrictions

The right of a member or joint member to vote at a general meeting and the restrictions on those rights, are governed by the Act.

13.2 Votes of persons in representative capacity

A person who is not registered as the holder of a membership share but who is entitled to vote at a general meeting as a representative of a member may vote in the same manner as if he or she were a

member if, before the meeting at which he or she proposes to vote, he or she satisfies the directors of his or her right to vote at that meeting.

13.3 Executors or administrators as joint shareholders

If there are 2 or more executors or administrators of a deceased member in whose sole name membership shares stand, those executors or administrators are, for the purposes of voting at general meetings deemed to be joint shareholders of the membership shares, as the case may be.

13.4 Representative of eligible organization

(a) If an eligible organization provides evidence of the appointment of an individual to represent it at a general meeting,

- (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization as that eligible organization could exercise if it were an individual member of the Association present, and
- (ii) the representative, if present at a meeting, is to be counted for the purpose of forming a quorum.

(b) An instrument appointing a representative of a member who is an eligible organization, must

- (i) be in writing,
- (ii) identify the appointing the eligible organization and individual appointed as the representative of the eligible organization,
- (iii) identify the meeting in respect for which the representative is appointed,
- (iv) be signed by the appointing member or investment shareholder or an attorney authorized in writing by the appointing member or investment shareholder, or, if the appointing member is an eligible organization, a duly authorized director, officer or attorney of the eligible organization, and
- (v) include the date of the signature referred to in paragraph (iv).

(c) The evidence of appointment with respect to a representative of an eligible organization may be provided by written instrument, facsimile transmission, telegram, telex or any method of transmitting legibly recorded messages.

13.5 Proxy voting

There is no proxy voting.

13.6 Production of evidence of authority to vote

The chair of any meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person evidence of his or her authority to vote.

Rule 14 — Directors

14.1 Duties of directors

The directors must manage the Association in accordance with the responsibilities, duties and powers set out in the Act, the regulation, the memorandum and these Rules.

14.2 Policies

The Directors may propose policies with respect to:

- (a) the operation of the Co-op; and
- (b) the conduct of members and other persons in relation to the use and enjoyment of the Co-op and its property including the vehicles operated by the Co-op.

14.3 When policies take effect

The policies do not take effect until approved by an ordinary resolution at a general meeting. When approved by an ordinary resolution, the policies bind the association and its members to the same extent as if the policies had been signed and sealed by the association and each member and each contained covenants on the part of each member and the association to observe the policies.

14.4 Number of directors

- (a) The Association must have,
 - (i) in accordance with the Act, at least 3 directors, and
 - (ii) not more than 10 directors.
- (b) The number of directors may be changed within the limits set out in subrule (a) by ordinary resolution of the members.

14.5 Qualifications for directors

In addition to the qualifications required by the Act, the majority of directors must be individuals who are not employees of the Association. Persons not members of the association may be elected to the Board subject to the Act.

Rule 15 Election, Appointment and Removal of Directors

15.1 Election at annual general meeting

An election of directors must be held at each annual general meeting to replace those directors whose terms of office have expired or will expire at the end of the meeting in accordance with Rule 15.8.

15.2 Nomination of candidates

A member may nominate a candidate for director either before or at an annual general meeting at which a director is to be elected.

15.3 Voting by secret ballot

If the number of nominees in an election for directors exceeds the number of directors to be elected at the election, the election of directors must be by secret ballot.

15.4 Candidates declared elected

If the number of candidates nominated for director is equal to the number of directors to be elected, those nominated candidates are declared elected and no election is required.

15.5 Directors elected according to number of votes

In an election of directors, the chair must declare elected the candidates who received the highest number of valid votes up to the number of directors to be elected.

15.6 If 2 or more candidates receive equal number of votes for last vacancy

If 2 or more candidates receive an equal number of votes for the last vacancy on the board and it is not practical to hold a run-off election at the meeting,

- (a) the directors who have already been elected in the election, and
- (b) the directors whose terms of office will not expire at the end of the meeting at which the election is held

must determine which of those candidates is to be elected.

15.7 Consent to act as director

For the election or appointment of a director to be valid, consent of the candidate must be provided in accordance with the Act.

15.8 Staggered terms of office of directors

(a) In this section, "1st annual general meeting" means the first general meeting of the Association following the adoption of these rules.

(b) The term of office of a director ends at the end of the annual general meeting at which a replacement is elected.

(c) A reduction in the number of directors under Rule 15.4 does not affect the unexpired term of a director in office.

(d) In the election of directors held at the 1st annual general meeting, all directors must be elected for a term ending at the 2nd annual general meeting.

(e) In the election of directors held at the 2nd annual general meeting,

- (i) if the Board has an even number of directors,
 - (1) half of the directors must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and
 - (2) the remainder must be elected for a term ending at the next annual general meeting, or
- (ii) if the Board has an odd number of directors,
 - (1) a simple majority must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and
 - (2) the remainder must be elected for a term ending at the next annual general meeting.

(f) In the election of directors held at each annual general meeting after the 2nd annual general meeting, the directors to be elected must be elected for a term ending at the 2nd annual general meeting held after the annual general meeting at which those directors were elected.

15.9 Effect of vacancy on ability of directors to act

(a) Despite any vacancy on the board, the continuing directors

- (i) if and so long as the number of continuing directors constitutes a quorum of the board, may continue to function without filling the vacancy and may appoint a qualified member to fill the vacancy, or
- (ii) if the number of continuing directors does not constitute a quorum of the board, may appoint directors for the purpose of increasing the number of directors to a quorum or to call a general meeting and for no other purposes.

(b) Except in the circumstances described, and to the extent authorized in subrule (a) (ii), the directors are not entitled to fill a vacancy on the board that is caused by either an increase in the

number of directors under Rule 14.4 or a failure to elect the minimum number of directors required by these Rules.

(c) In the circumstances described in subrule (a) (ii) or when there are vacancies on the board as a result of an increase in the number of directors under Rule 14.4 or a failure to elect the minimum number of directors required by these Rules, the board must call, as soon as practicable, a general meeting to fill the vacancy.

(d) The term of office of a director appointed under subrule (a) (i) is the unexpired portion of the term of office of the individual whose departure from the office created the vacancy.

(e) The term of office of a director appointed under subrule (a) (i) or (ii) is until the vacancy is filled under subrule (c).

(f) If, as the result of a vacancy, there are no directors of the Association, the members may, by ordinary resolution or by an instrument in writing signed by a simple majority of members, appoint a qualified individual as director solely for the purpose of calling a special general meeting to fill the vacancies on the board.

15.10 Directors eligible for election or appointment again

A person whose term as director is ending is eligible for re-election or reappointment.

15.11 Director ceasing to hold office

A director ceases to hold office in accordance with the Act and these Rules.

15.12 Removal of director

The Association may by special resolution remove any director before the expiration of his or her term of office, and may by an ordinary resolution fill the vacancy created by the removal.

Rule 16 — Meetings of Directors

16.1 Meetings of directors

Subject to the Act and these Rules, the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they consider appropriate.

16.2 Time and place of meetings

Meetings of the board must be held at the time and place in British Columbia that the board determines is appropriate, and if the board does not determine the time and place, the president of the Association or any two directors may make that determination.

16.3 Who may call meetings

A director may, and the secretary of the Association on request of a director must, call a meeting of the directors at any time.

16.4 Notice of meeting

(a) Subject to Rules 16.4, 16.5, 16.6, 16.5, and 16.8, at least 10 days notice of a meeting of the directors, specifying the place, date and hour of the meeting, must be given to each director and is sufficiently given if provided

(i) by personal delivery,

(ii) by mail addressed to the director's address as it appears in the register of directors,

- (iii) by leaving it at the director's usual business or residential address,
 - (iv) by telegram, telex, facsimile transmission, or any other method of transmitting legibly recorded messages, or
 - (v) by telephone to the director's telephone number as provided by the director.
- (b) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at, the meeting if the meeting is called to deal with an emergency or any of the following matters:
- (i) a question or matter requiring approval of the members;
 - (ii) filling a vacancy on the board;
 - (iii) filling a vacancy in the office of auditor;
 - (iv) issuing shares;
 - (v) declaring patronage returns or dividends on shares;
 - (vi) redeeming shares issued by the Association;
 - (vii) approving a financial statement of the Association;
 - (viii) making decisions that by the Act or these Rules are required to be made by a vote of greater than a majority of the directors.
- (c) A notice mailed under subrule (a) (ii) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.
- (d) A notice given in accordance with subrule (a) (iii) is deemed received when it is delivered.
- (e) A notice given under subrule (a) (iv) is deemed received at the time the telegram, telex, facsimile transmission or other electronic transmission is sent.
- (f) A notice given under subrule (a) (v) is deemed received at the time the information is provided by telephone.

16.6 Meeting of new board

If a quorum of directors is present, the directors newly elected at an annual general meeting and the directors whose terms of office do not expire at the end of that meeting, without notice, may hold a meeting of the board immediately after that general meeting.

16.7 Regular meetings

- (a) The board may, by resolution, appoint a day or days in any month or months for regular board meetings at the places and times specified by the board.
- (b) A copy of the resolution under subrule (a) must be sent to each director immediately after being passed, and no other notice is required for any regular board meeting, unless the Act or these Rules require that the purpose of the meeting or the business to be transacted at it be specified in a notice.

16.8 Notice of emergency meeting

In an emergency, the president of the Association may call a meeting of the directors by giving each director at least 48 hours written or oral notice of the meeting.

16.9 Notice of adjourned meeting

Notice of an adjourned meeting of directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

16.10 Meeting valid despite failure to give notice

The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, a director does not invalidate any proceedings at that meeting.

16.11 Quorum of the board

A quorum of the board is a majority of the total number of directors authorized by the Association under Rule 14.4.

16.12 Chair

(a) The president of the Association or, in the absence of the president, the vice-president must chair all meetings of the board.

(b) If both the president and vice-president are absent from a meeting of the board, the directors present must appoint one of their number to chair the meeting.

16.13 Voting at meetings

Questions arising at any meeting of the directors are to be decided by a majority of votes, unless the Act or these Rules require otherwise and, in the case of an equality of votes, the chair does not have a second or casting vote.

16.14 Minutes of directors' meetings

The minutes of the proceedings of the directors must be kept in accordance with the Act.

16.15 Transaction of business without a meeting

A resolution of the directors may be passed without a meeting in accordance with the Act and these Rules.

16.16 Effective date of written resolution

A resolution referred to in Rule 16.15 is effective from the date specified in the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

16.17 How written consent may be given

For the purposes of a resolution referred to in Rule 16.15, written consent may be provided by telegram, telex, facsimile transmission or any other method of transmitting legibly recorded messages.

16.18 Meetings by conference telephone

A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium in accordance with the Act.

Rule 17 — Committees of Directors

17.1 Appointment of committees

(a) The board may, by resolution, appoint one or more committees consisting of the director or directors that the board consider appropriate to exercise the powers delegated by the board to them as authorized by the Act.

(b) Any committee so formed, in the exercise of the powers delegated to it, must

- (i) conform to any terms of reference that may from time to time be imposed on it by the directors, and
- (ii) report every act or thing done in the exercise of those powers to the earliest meeting of the directors held next after the act or thing has been done.

17.2 Variation of terms of reference

The board may vary, add to or limit the terms of reference of any committee of directors.

17.3 Time and place of committee meetings

The members of a committee of directors may meet and adjourn as they consider appropriate.

17.4 Quorum

Unless the board determines otherwise, each committee of directors has the power to fix its quorum at not less than a majority of the committee members.

17.5 Vacancy

If there is a vacancy on a committee of directors, the remaining committee members may exercise all the powers of the committee as long as a quorum of the committee remains in office.

17.6 Chair

A committee of directors may elect a chair of its meetings but, if no chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee may, by resolution, choose one of their number to chair the meeting.

17.7 Voting at committee meetings

Questions arising at any meeting of a committee of directors are determined by a majority of votes of the members present, and in case of an equality of votes the chair has no second or casting vote.

17.8 Minutes of committee proceedings

The minutes of the proceedings of a committee of directors must be kept in accordance with the Act.

Rule 18 Officers

18.1 Appointment of president and vice-president

The board must appoint, by resolution, a president and a vice-president of the Association from among the directors.

18.2 Appointment of other officers

- (a) The board may appoint, by resolution, a secretary, a treasurer and other officers that the board determines are necessary.
- (b) The officers appointed under subrule (a) may be, but need not be, directors.

18.3 One person may hold more than one office

Two or more offices of the Association may be held by the same individual.

18.4 Powers and duties of officers

Subject to the Act, the board may specify the powers, duties and responsibilities of the officers appointed, and may vary, add to, or limit the powers, duties, and responsibilities of any officer.

18.5 Term of office and remuneration

- (a) The board must determine the term of office and the remuneration of any officer it appoints.
- (b) The board, in its discretion, may remove any officer of the Association without prejudice to that officer's rights under any employment contract.

Rule 19 Conflict of Interest Rules for Directors and Officers

19.1 Act applies

The directors and officers of the Association are governed by the disclosure and conflict of interest rules set out in the Act.

Rule 20 Indemnification of Directors and Officers

20.1 Act applies

The Association must indemnify the directors and officers in accordance with the Act.

Rule 21 — Finances

21.1 Borrowing powers

The directors may, for the purposes of the Association, on behalf of the Association,

- (a) borrow or raise money in the manner and amount, from the sources, on terms and conditions, and
- (b) issue notes, bonds, debentures and other debt securities

as the directors consider appropriate.

21.2 Investment powers

Subject to any limitations adopted by the directors, and, if applicable, to Rule 21.3, the directors may invest the funds of the Association in the manner they consider appropriate.

21.3 Limitations on investing

- (a) The directors must not invest any of the funds of the Association over \$10,000.00 at any one time without the prior approval by special resolution of the members or unless the money is to be invested in a security or class of securities in which trustees are permitted to invest trust funds under the *Trustee Act*.
- (b) The Association must not provide loans on the security of its shares.

21.4 Auditor

- (a) Subject to and in accordance with the Act, the directors must appoint the first auditor and the Association must appoint subsequent auditors, if any.
- (b) The duties and rights of the auditor are governed by the Act.
- (c) The Association will ensure that no more than five years pass between audits.

21.5 Accounting records

The directors must cause accounts to be kept in accordance with the Act.

21.6 Financial year

The financial year of the Association ends on the date fixed by the directors.

21.7 Use of surplus funds

The directors must apply surplus funds arising from the operation of the Association in a financial year as follows:

- (a) first, to the reserves required by Rule 21.8;
- (b) next, to retire all or a portion of any deficit previously incurred by the Association, as the directors determine is appropriate;
- (c) last, to patronage returns or dividends as recommended by the directors.

21.8 Reserves

The directors must set aside as reserves for meeting contingencies at least 10% of the surplus funds arising from the operations of the Association in each financial year until those reserves are equal to the following percentages of paid up share capital at the date of apportionment under Rule 21.6:

- (a) if the paid up share capital is \$25 000 or less, 30%;
- (b) if the paid up share capital is greater than \$25 000 but not greater than \$50 000, 20%;
- (c) if the paid up share capital is greater than \$50 000 but not greater than \$100 000, 10%;
- (d) if the paid up share capital exceeds \$100 000, the percentage, if any, determined by resolution of the members.

21.9 Application of reserves

Subject to the Act and these Rules, reserves must be available to meet contingencies and until required for that purpose may be employed in any manner the directors consider appropriate.

21.10 Patronage returns

Subject to and in accordance with the Act and the Rules in this Part, the Association may allocate among and credit or pay to the members patronage returns.

21.11 When payment of patronage returns prohibited

The Association must not pay any patronage return if there are reasonable grounds for believing that

- (a) the Association is unable to pay its liabilities as they become due in the ordinary course of business, or
- (b) paying the patronage return would
 - (i) render the Association unable to pay its liabilities as they become due in the ordinary course of business, or
 - (ii) cause the realizable value of the Association's assets to be less than its liabilities.

21.12 Directors must recommend dividend or patronage return

The directors must report to each annual general meeting the state of the Association's financial affairs and the amounts, if any, which they recommend to be paid by way of dividend or patronage return.

21.13 Association to declare dividend or patronage return

Subject to Rules 21.7 and 21.14, the Association may declare dividends and patronage returns in accordance with the Act, but a dividend or patronage return must not be paid except out of surplus funds and must not exceed the amount recommended by the directors.

21.14 Payment of dividends on membership shares

The Association may pay dividends at rates not exceeding 8% yearly on the paid up amount of membership shares.

21.15 Association may apply dividends or patronage returns

The Association may apply any dividend or patronage return credited to a member to the unpaid amount on any membership shares held by that member, but the amount so applied must not exceed the amount unpaid.

Rule 22 Dispute Resolution

22.1 Disputes to be referred to arbitration committee of members

A dispute that under the Act may be submitted for arbitration must be referred to an arbitration committee of 3 members of the Association in accordance with this Part.

22.2 Commencement of arbitration proceedings

- (a) An arbitration referred to in Rule 22.1 must be commenced in accordance with the Act.
- (b) If notice is provided to a director under subrule (a), that director must promptly provide the Association with a copy of the notice.

22.3 Nomination of committee members

Within 14 days of receipt of a notice referred to in Rule 22.2, the president of the Association and the other party must each nominate one member of the Association as a member of the arbitration committee, and the third member must be appointed by the 2 nominated members.

22.4 Failure to nominate committee

If for any reason an arbitration committee has not been appointed within 6 weeks after the first member is nominated to the committee, on application by a party, the Supreme Court of British Columbia may appoint the members of the arbitration committee not appointed under Rule 22.3.

22.5 Consolidation of disputes

Disputes that have arisen between the Association or a director and different parties may be heard in one arbitration if

- (a) the disputes are similar, and
- (b) all parties agree on the appointment of the arbitration committee and the steps to be taken to consolidate the disputes into the one arbitration.

22.6 Procedure

- (a) Subject to these Rules, the arbitration committee may conduct a hearing in the manner it considers appropriate, but each party must be treated fairly and must be given full opportunity to present its case.
- (b) Each party to the dispute must submit to the arbitration committee a written statement describing the nature of the dispute and a summary of the evidence the party intends to present at the hearing.
- (c) The arbitration committee must hold a hearing as soon as possible at a location that is convenient to both parties.
- (d) The arbitration committee may determine whether the hearing is open to all members of the Association.
- (e) Each party to the dispute must attend the oral hearing, if any, and may be represented by another person including a lawyer.
- (f) If both parties agree, the hearing may consist of an exchange of written statements or any other procedure.

22.7 Examination and evidence

- (a) A party to the dispute is a compellable witness at an oral hearing.
- (b) Witnesses at an oral hearing must
 - (i) respond fully to questions asked by members of the arbitration committee, and
 - (ii) produce all relevant records that the arbitration committee may require.
- (c) Each party may present or rebut evidence and may examine or cross-examine witnesses at an oral hearing.
- (d) The arbitration committee is not bound by the rules of evidence and may admit as evidence any oral testimony or any record that the arbitration committee considers is credible or trustworthy and relevant to an issue in dispute between the parties.

22.8 Decision must be in writing and signed by committee members

- (a) The arbitration committee may make whatever decision it considers just having regard to the Act, the regulation, the memorandum of the Association, these Rules and the evidence presented by the parties.
- (b) The decision must be in writing and signed by each member of the arbitration committee.
- (c) Within 4 weeks of the date of the decision, the arbitration committee may vary a decision to correct a clerical or typographical error or omission, or a similar type of error or omission.

22.9 Costs of arbitration

Parties to an arbitration must bear their own costs.

Rule 23 Notices

23.1 Notice to directors, members, investment shareholders and other persons

Unless otherwise specified in the Act or these Rules, any notice required to be given to a director, member or any other person must be in writing and is sufficiently given if it is

- (a) delivered personally,

- (b) delivered to the person's last known address, as recorded in the Association's register of members or other record of the Association,
- (c) mailed by prepaid mail to the person's last known address, as recorded in the Association's register of members or other record of the Association,
- (d) sent to the person by facsimile transmission to a telephone number provided for that purpose,
- (e) sent to the person by email attachment to an email address provided for that purpose, or
- (f) served in accordance with Rule 24.1 or 24.2.

23.2 Notice to Association

Unless otherwise specified in the Act or these Rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is

- (a) delivered to the registered office of the Association,
- (b) mailed to the registered office of the Association by prepaid mail,
- (c) sent by facsimile transmission to a telephone number provided for that purpose, or
- (d) served in accordance with the Act.

23.3 Deemed receipt

- (a) A notice given in accordance with Rules 23.1 (b) or 23.2 (a) is deemed received when it is delivered.
- (b) A notice given in accordance with Rules 23.1 (b) or 23.2 (a)) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.
- (c) A notice given in accordance with Rules 23.1 (b) or 23.2 (a) is deemed to be received at the time the notice is sent by facsimile.

23.4 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving notice must be excluded and the date of the meeting or other event must be included.

23.5 Undelivered notices

If a mailed notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.

23.6 Omissions, non-receipt and errors

The accidental omission to give a notice to, or the non-receipt of a notice by, a member, investment shareholder, director, officer, auditor or member of a committee of the board, or an error in a notice that does not affect the substance of it, does not invalidate any action taken at a meeting held in accordance with, or otherwise founded on, that notice.

23.7 Persons entitled by death or operation of law bound by notice in certain circumstances

A person who, by operation of law, transfer, death of a member, or any other means, becomes entitled to a share in the Association, is bound by every notice in respect of the share that has been duly given to the member from whom that person derives title to the share before the person's name and address were entered on the register of members or investment shareholders and before the

person furnished the Association with the proof of authority or evidence of the person's entitlement.

Rule 24 Service of Documents

24.1 Service by the Association

(a) A notice or other document required by the Act to be served by the Association may be served by

(i) mailing it by registered mail to the last known address of the intended recipient, as recorded in the Association's register of members or investment shareholders or other record of the Association, or

(ii) personal service.

(b) A notice or other document served under subsection (a) (i) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.

24.2 Service on the Association

Service on the Association must be in accordance with the Act.

Rule 25 Corporate Seal and Execution of Instruments

25.1 Use of corporate seal

The directors may provide a seal for the Association and may determine its form.

25.2 Custody of seal

The directors must provide for the safe custody of the seal, which must be stored at the registered office of the Association.

25.3 Who may attest seal

The seal must not be impressed on any instrument unless that impression is attested by the signature or signatures of

(a) any 2 directors,

(b) an officer and a director, or

(c) one or more directors, officers or other persons as determined by resolution of the directors.

25.4 Execution of documents where no seal

If the directors have not adopted a seal for the Association, instruments may be executed on behalf of the Association by the persons specified in Rule 25.3.

Rule 26 Records

26.1 Records of the Association

Retention of, and entitlement and access to, records of the Association are governed by the Act.

Rule 27 Alteration of Memorandum or Rules

27.1 Alteration of memorandum or Rules

Amendments to the memorandum and Rules of the Association must be in accordance with the Act and these Rules.