



Local Food and Farm Co-operative By-laws

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ARTICLE I - INTERPRETATION

In this by-law and all other By-laws of the Co operative:

- (a) "Act" means the Ontario Co-operative Corporations Act, RSO, 1990 C.35 and the regulations pursuant thereto, as amended, and any Act and regulations passed in substitution thereof and unless the context otherwise indicates, all words and phrases used in these By-laws shall have the same meaning as in the Act;
- (b) "Co-operative" means Local Food and Farm Co-op
- (c) "Board" means the Board of Directors of the Co operative;
- (d) "Member" means an entity that has been approved as a member of the Co-operative by the Board;
- (e) Words importing persons include both individuals and corporations, and male and female, as the context requires.
- (f) "Delegate" means a person elected or appointed by a Member to represent it at meetings of Members.
- (g) "Telephonic or electronic means" means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.
- (h) "Special resolution" This refers to a resolution that is first passed by a majority vote of the directors and then passed (confirmed) by at least two-thirds of the votes cast at a general members' meeting.

The affairs of the Co-operative will be governed by and conducted in accordance with the Co-operative Corporations Act of Ontario (the "Act"). Certain provisions of that Act relate to various matters not dealt with in the by-laws of the Co-operative and should be consulted where appropriate. If any conflict arises between the mandatory provisions of the Act and the by-laws of the Co-operative, such provisions of the Act shall govern.

ARTICLE II – HEAD OFFICE

The head office of the Co-operative shall be located in the Province of Ontario and as determined by the Board of Directors.

ARTICLE III - MEMBERSHIP

3.01 – Eligibility and Classes of Membership

- (a) Membership in the Co-operative shall be open to any person, entity or institution that
 - (i) supports the purposes of the co-operative as expressed in the Articles of Incorporation and these Bylaws, and;
 - (ii) voluntarily meets the criteria, rights and responsibilities set forth below and in the [Membership Policy](#).
- (b) An application shall be accepted unless the Board determines in its discretion that the interests of the cooperative would be better served by returning the application.
- (c) There are distinct classes of members, with the designation, qualifications, requirements, methods of acceptance and incidents of each class of members set forth in the [Membership Policy](#).
- (d) No member of any class may be eligible concurrently for another class.

3.02 – Members Rights and Responsibilities

All members of the Co-operative shall abide by the general rights and responsibilities as outlined below. Additional rights and responsibilities for each member class may be specified in the [Membership Policy](#).

All Members of the Co-operative have the following responsibilities:

- (a) Keep current on the activities and actions of the Co-operative and respond to feedback requests.
- (b) Review and approve membership dues and rates.
- (c) Review and comment on the annual budget and long-term planning documents.
- (d) Appoint the auditor for the next audit period.
- (e) Attend annual and special member meetings.
- (f) Maintain their account with the Co-operative in good standing.

All Members shall enjoy the following rights of membership:

- (a) Vote at annual and special meetings of Members (one vote per member); and
- (b) Serve on the Board of Directors or on Committees
- (c) All rights of Members otherwise set out in the Act, the articles and the By laws of the Co-operative.

3.03 – Membership Dues

- (a) Each Member of the Co-operative shall pay such dues as may be established from time to time, by the Board and approved by the membership.
- (b) The non-payment of dues will be cause for termination of membership. Membership dues must be paid within 3 months from the due date unless the Board and the Member have agreed to a payment schedule.

3.04 - Withdrawal from Membership

- (a) A Member may withdraw from membership on giving such notice as the Board determines, but the Board will not require a Member to give more than 180 days notice of such intended withdrawal to the Secretary of the LFFC Board of Directors.
- (b) No withdrawing Member will be entitled to receive a refund of any fee or dues paid to the Co-operative, nor will any such Member receive or participate in any of the assets of the Co-operative.

3.05 - Termination of Membership

- (a) A member may be expelled from membership in a co-operative by resolution passed by a majority of the board of directors at a meeting duly called for the purpose not later than thirty days before the date set for the annual meeting of the co-operative.
- (b) If a Member's conduct is considered to be detrimental to the welfare of the Co-operative, or if a Member is in breach of its obligations to the Co-operative under the Co-operative's By-laws, or of any membership policy adopted by the Co-operative by special resolution from time to time, the Board may, by resolution passed by a 2/3 vote at a meeting called to consider the resolution, terminate the membership of the Member.

The Member will receive at least 10 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 before the resolution is considered. The Board meeting cannot be held any later than 30 days prior to the AGM.

- (c) No entity whose membership has been terminated will be entitled to receive a refund of any fee or dues made or paid to the Co-operative nor will any such Member receive or participate in any of the assets of the Co-operative.

ARTICLE IV - MEETINGS OF THE CO-OPERATIVE

4.01 – Delegates

A Member wishing to vote at a meeting of the Members must appoint as its proxy one of its members to attend and vote on its behalf, called a Delegate in this By-law.

4.02 - Annual Meetings

Annual meetings of the Members of the Co operative will be held at such time and place as may be determined by the Board; provided that the Annual General Meeting shall be held within fifteen months of the preceding Annual General Meeting.

Place of meetings

(1) Subject to subsection, the meetings of the board of directors and the executive committee shall be held at the place where the head office of the co-operative is located.

Exception

(2) Where the by-laws of the co-operative so provide, the meetings of the board of directors and of the executive committee may be held at any place within or outside Ontario, but in any financial year of the co-operative a majority of the meetings of the board of directors and a majority of the meetings of the executive committee shall be held at a place within Canada.

4.03 - Special Meetings

Special meetings of the Members of the Co operative may be called in the manner prescribed by the Act:

- (a) At such time and place as may be determined by resolution of the Board respecting any business of which the general nature is specified in the notice of the meeting; and
- (b) A meeting of the Members of the Co-operative may be requisitioned by Members according to this procedure:
 - i. Five percent of the Members of the Co-operative may requisition the Directors to call a General Meeting of the Members for any purpose connected with the affairs of the Co-operative that is not inconsistent with the Act.
 - ii. The requisition will state the general nature of the business to be presented at the meeting and will be signed by the requisitionists and deposited at the head office of the Co-operative and may consist of several documents in like form, each signed by one or more requisitionists.

- iii. Upon deposit of the requisition at the head office of the Co-operative, the Directors will call the meeting of the Members for the transaction of the business stated in the requisition, and the Secretary shall send the requisite notice of such a meeting to the Members of the Co-operative by these procedures specified in Article 5.03, of these By-laws.
- iv. When, within 30 days, from the date of deposit of the requisition, the Directors do not call and hold the meeting any of the requisitionists may call such meeting, which will be held within sixty days from the date of the deposit of the requisition.
- v. Any reasonable expense incurred by the requisitionists by reason of the failure of the Directors to call such a meeting will be repaid to the requisitionists by the Co-operative unless, at the meeting, the Members by a majority of the votes cast reject the reimbursement of the requisitionists.

4.04 - Notice of Meetings - Members

- (a) Notice of the Annual General Meeting, and other meetings of Members shall be given not less than 10 days before the date of the meeting and not more than 50 days before the date of meeting to each Member of the Co operative and to all persons that the Secretary has been advised have been appointed as Delegates to that meeting, at the last address as shown on the books of the Co operative. The notice calling a meeting shall describe the general business to be transacted at the meeting.
- (b) Where notice is received by the persons generally entitled to attend a meeting of the Co-operative, an accidental omission to give notice of the record date of the meeting to, or the non-receipt of notice by, a Member will not invalidate the meeting or any resolution or any proceedings taken at the meeting will not prevent the holding of the meeting.

Notice to members and directors

- (1) Subject to the articles or by-laws of a co-operative, a notice or other document required to be given or sent by the co-operative to a member or director,
 - (a) may be delivered personally or sent by mail to his or her latest address as shown on the records of the co-operative; or
 - (b) except in such circumstances as may be prescribed, may be sent electronically to him or her in accordance with the Electronic Commerce Act, 2000 and such conditions as may be prescribed under the Act.

Members' meetings

- (1) Subject to subsection, and in the absence of other provisions in that behalf in the articles or by-laws of the co-operative,
 - (a) notice of the time and place for holding a meeting of the members shall be given to each person who is entitled to notice of meetings and who on the record date for notice appears on the records of the co-operative as a member by sending the notice to the person's latest address as

shown on the records of the co-operative ten days or more before the date of the meeting but in no case more than fifty days before the date of the meeting;

(b) all questions proposed for the consideration of the members at a meeting of members are to be determined by the majority of the votes cast, and the chair presiding at the meeting, has a second or casting vote in case of an equality of votes;

4.05 - Quorum

(a) The quorum at any meeting of the Members of the Co operative for a regular, Annual General or special meeting is ten members or 5% of members, whichever is less.

(b) Where a quorum is not present at a meeting, the meeting will be adjourned to a fixed time and place, and the Secretary will cause a notice of the adjourned meeting to be sent to all Members appointed for the meeting, which time shall not be more than 60 days from the date originally scheduled for the meeting, and upon the meeting being reconvened, the meeting will proceed, and the Members present through their Delegates shall constitute a quorum, but no business will be transacted at that meeting other than described in the original notice.

4.06 - Procedure at Meetings

Decide business to be brought before a meeting having a direct relationship to the Co operative will take precedence over more general business.

4.07 - Voting

(a) A Member will have one vote per motion at meetings of the Co-operative.

(b) Any question coming before any meeting of the Members, except as otherwise required by the Act or these By-laws, will be decided by a majority of votes, and in the case of a tie, the motion will be declared lost.

(c) Members of the Co-operative may vote in person or by telephonic or electronic means.

(d) If the number of candidates for election as directors of the Co-operative at a general meeting is the same or fewer than the number to be elected at that meeting, the Chair may declare the candidates to have been elected by acclamation.

4.08 – Meetings

Meetings of the Co-operative may be held in person, or by telephonic or electronic means.

Meeting by electronic means

(a) A meeting of the members of the co-operative may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a

communications link to the meeting is deemed for the purposes of the Act to be present at the meeting.

(b) A meeting held under subsection (a) is deemed to be held at the place where the head office of the co-operative is located.

ARTICLE V - BOARD OF DIRECTORS

5.01 Powers & Composition of the Board

(a) Powers of the Board - The Board will manage or supervise the business and affairs of the Co-operative. Subject to the Act and the articles, the directors may pass bylaws that regulate the business and affairs of the co-operative.

(b) Number of Directors - The number of directors on the Board will be no less than six (6) and no more than nine (9).

Directors shall be elected by member class, with equitable representation of member classes (as outlined in the [Membership Policy](#)) reflected in the composition of Director seats. If in any year there are no members of a membership class in the Co-op, that representative seat may default to being temporarily filled at-large.

Directors will be elected to the Board on a two year term basis and cannot serve more than three consecutive Board terms.

First directors

Each of the persons named as first directors in the articles of a co-operative is a director of the co-operative until replaced by a person duly elected or appointed in his or her stead.

(c) Democratic - A director may cast one vote per motion.

5.02 – Nomination and Election of Directors

(a) At each Annual General Meeting the candidates put forward by the Board provided they are eligible to be a director under the Act and the Bylaws, are entitled to stand for election as a director.

(b) Returning Officer - The chair of the meeting shall ask for a motion to appoint a returning officer when there are more nominees than seats open. The Returning Officer will conduct the election by secret ballot pursuant to the election process of s. 91 of the Act and these By-laws.

(c) Office Vacated - The office of a director will be immediately vacated if that person:

- i. resigns in writing;
- ii. dies or becomes disqualified under the Act; or

- iii. is removed at a special General Meeting called for that purpose by a resolution of the delegates passed by a majority vote.
- (d) Filling Vacancy - In the event a vacancy occurs, the Board has the option to appoint a director to fill the position or may wait to call an election at the next General Members Meeting. At this meeting, the Members will elect a director to fill that vacancy for the unexpired term of the director whose office was vacated.
- (e) Consent - Candidates running for the Board election, if not present at the meeting at which she or he was elected or appointed, must consent in writing that they are willing to stand for election, before, or within 10 days after the meeting.
- (f) The office of a director will be immediately vacated if that person: misses three (3) Board meetings in a twelve month period without notifying the Chair of their inability to attend by a minimum of 48 hours before the meeting is scheduled to begin.

5.03 – Directors’ Duties

Each director will perform the duties and exercise the care and due diligence required by the Act. Responsibilities of Directors include:

- Meeting the co-op’s legal responsibilities.
- Employing the senior employee of the co-op (general manager, chief executive officer (CEO) or executive director).
- Managing the co-op’s finances.
- Fundraising or capitalizing the co-op.
- Maintaining the co-op’s property and assets.
- Leading a diverse and democratic community.
- Helping members create a vision for their co-op.
- Member relations and communication.
- Planning for the future needs of the co-op.
- Approving and terminating members.
- Call an annual general meeting (AGM) for members and calling other members meetings as appropriate or needed.

5.04 – Officers’ Duties

- a) Each officer will perform the duties required by these By-laws, the Act and the Board and exercise the care and due diligence required by the Act.
- b) The Board will appoint a Chair, a Vice-Chair, a Treasurer and a Secretary.
- c) The Chair or another person directed by the Board will preside at all meetings of the Co-operative and at meetings of the Board and will perform such other duties as incidental to the office of Chair.
- d) In the absence or disability of the Chair, the Vice-Chair will perform the duties of the Chair and assume such responsibilities and perform such duties as the Board may prescribe.

- e) The Treasurer will be responsible for the control of the financial records of the Co operative and will perform such other duties and assume such other responsibilities as the Board may prescribe.
- f) The Secretary ensures that a complete record of all meetings of the Co-operative and of the Board are kept, serve notices required by law and these By-laws, keep the membership records and perform such other duties and assume such other responsibilities as the Board may prescribe.

5.05 – Qualifications

To be elected as a director, a person must be a director, officer, or member of a Member in good standing. No person shall be a director if that person:

- (a) is less than 18 years of age;
- (b) has the status of an undischarged bankrupt;
- (e) is mentally incompetent, and
- (f) if not present at the meeting at which the election occurred, has not consented to act as a director before, or within ten days after, the meeting.

5.06 - Meetings of Directors

- (a) Regular meetings of the Board may be held at such times and places as may be determined by resolution of the Board. The Board of Directors will meet no fewer than six times between Annual General Meetings.
- (b) Special meetings of the Board may be held upon the call of the Chair or upon a written request signed by at least two directors and filed with the Secretary; provided that a request so filed will state the purpose or purposes for which the meeting is to be called.
- (c) Except as required by these By-laws or the Act, all questions arising at any meeting of the Board will be decided upon by a majority of the votes cast on the question.
- (d) A director may attend a meeting of directors by the means of a telephone, electronic or other communication facility if it permits all persons participating in the meeting to communicate adequately with each other during the meeting.
- (e) A majority of the sitting directors will constitute a quorum at any meeting of the directors, and any questions coming before such meeting will be decided by a majority of votes, unless otherwise provided. The Chair, as a director, is entitled to exercise a vote on matters before the Board. Any tie vote is deemed a lost vote.
- (f) The Chairperson of any meeting of the Board will be the Chair, on his or her absence the Vice-Chair will take on the role. If no such Officer is present, the Directors present will choose another Director to be the Chairperson.

5.07 - Notice of Board Meetings

- a) Notice of any meeting of the Board specifying the time and place of the meeting will be given in writing or electronically not less than ten days before such meeting.
- b) Meetings of the Board may be held without formal notice if all the directors are present or if those absent have signified their consent to such meeting or their consent to the business transacted on or before the meeting of the Board of Directors.
- c) In cases of emergency, the Chair, or the Vice-Chair acting in the absence of the Chair, may authorize a special meeting of the Board to be called upon forty-eight hours' notice.

5.08 - Remuneration of Directors

- (a) Directors will not be paid for serving as such.
- (b) Regardless of whether a director may be paid for their services as directors, members of the board may be reimbursed for reasonable expenses that they incur during the course of their duties. This includes such items as coverage of long distance phone expenses, mileage to and from meetings where they are representing the co-op and out-of-pocket expenses for supplies or other items used for co-op business.

5.09 – Committees

- (a) The Board has the power to constitute any committee that, in its discretion, is deemed necessary for the conduct of the business of the Co-operative.
- (b) The Board will delegate upon a committee such duties as it might, from time to time, determine.
- (c) Committees may be constituted from directors or from representatives of Members of the Co-operative or such other expertise as the Board deems appropriate.

5.10 – Indemnification of Directors and Officers

The co-operative will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by section 110 of the Act.

5.11 – Directors and Officers Liability Insurance

Subject to the limitations contained in the Act, the Co-operative may purchase and maintain such insurance for the benefit of its directors and officers, as the Board may from time to time determine.

5.12 – Disclosure of Interest

As soon as any director and/or officer become aware that they have an interest in a contract or transaction which is required by the Act or by the By-laws to be disclosed, that may be the subject of a decision, this interest must be disclosed and recorded in the minutes of the meeting of the Board of Directors. When such an interest becomes apparent, it is incumbent upon the individual to declare that interest to the Board and have the declaration reported in the minutes of the first available meeting. The person having such interest will refrain from voting upon or in any way influencing or attempting to influence such decision.

When another party, director, staff, or Member, perceives a conflict of interest, that party has the duty to present their case in writing to the Board either via the Chair, or via another director if the perceived conflict of interest involves the Chair. The Board will then assess and resolve the asserted conflict of interest.

ARTICLE VI - FINANCIAL MATTERS

6.01 - Financial Year

The financial year of the Co-operative ends on December 31 in each year or at such other date as determined by the Board of Directors. The Board shall notify the membership of any change to the fiscal year.

6.02 - Auditor

(a) If the co-op meets the conditions in the Act requiring an audit (section 123), The Members, at each Annual General Meeting, will appoint an auditor to audit the accounts of the Co operative. The auditor will hold office until the next Annual General Meeting, provided that the Board may fill any casual vacancy in the office of the auditor.

(b) The remuneration of an auditor appointed by the members shall be fixed by the members, or by the directors if they are authorized so to do by the members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.

6.03 - Audited Financial Statement

a) Prior to each Annual General Meeting and in compliance with the Act, the auditor will prepare financial statements showing the liabilities and assets of the Co-operative, together with a statement showing the receipts and disbursements and material changes in financial position of the Co-operative since the date of the previous financial statements.

- b) An audited copy of such set of statements will be provided to each of the Members of the Co-operative, normally with the Notice of the Meeting, and, in any case, not later than ten days before the meeting of the Co-operative.
- c) The Board will present its recommendation to the Members regarding its review of the draft audited financial statements.

Approval by directors

- (1) The financial statement shall be approved by the board of directors and the approval shall be evidenced by the signature at the foot of the balance sheet by two of the directors duly authorized to sign and the auditor's report, unless the co-operative is exempt under section 123, shall be attached to or accompany the financial statement.
- (2) Notice to auditor - Before calling a general meeting for the purpose specified in subsection (4), the co-operative shall give the following documents to the auditor at least 15 days before notice of the meeting is sent:
 - 1. Written notice of the intention to call the meeting, specifying the proposed date for sending notice of the meeting.
 - 2. A copy of all material proposed to be sent to members in connection with the meeting.
- (3) Auditor's right to make representations - An auditor has the right to make written representations to the co-operative, at least three days before notice of the meeting is sent, concerning,
 - (a) the person's proposed removal as auditor;
 - (b) the appointment or election of another person to fill the office of auditor; or
 - (c) the person's resignation as auditor,and the co-operative, at its expense, shall forward with the notice of the meeting a copy of such representations to each member entitled to receive notice of the meeting.

ARTICLE VII – GENERAL

7.01 - Signature and Certification of Documents

- (a) Contracts, documents or any instruments in writing requiring the signature of the Co-operative, that are adopted by the Board, will be signed by any two of the Chair, Vice-Chair, Treasurer, Secretary or other officer appointed by the Board.
- (b) The Board may, from time to time, appoint an Officer or Officers on behalf of the Co-operative either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

Records

(1) Where the Act requires a record to be kept by a co-operative, it may be kept in a bound or looseleaf book, or by means of a mechanical, electronic or other device.

(2). The co-operative shall cause to be kept the following records:

1. A copy of the co-op's Articles of Incorporation.
2. All bylaws, including resolutions and special resolutions made to change the bylaws.
3. A register of the members and security holders, arranged alphabetically.
4. A register of all directors of the co-op, including past and current directors.
5. Proper accounting records showing all financial and other transactions of the co-op.
6. Minutes of members' meetings, board of directors meetings and executive committee meetings.
7. Registers of any transfers of shares and other securities, including the date and particulars of each transfer.

7.02 – Borrowing

- (a) For the use and operations of the Co-operative, the directors may from time to time;
- i. Borrow money on the credit of the Co-operative; or
 - ii. Issue, sell or pledge debt obligations of the Co-operative; or
 - iii. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Co-operative, including book debts, rights, powers, franchises and undertakings to secure any debt obligations or any money borrowed, or other debt, or any other obligation of liability of the Co-operative.
- (b) The directors may authorize any director, officer or employee of the Co-operative or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Co-operative as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Co-operative.
- (c) Contents of bylaw - Any bylaw referred to in subsection (1) may,
- i. limit the amount to be borrowed as determined by the bylaw; and
 - ii. provide for the delegation by the directors of the powers conferred on them under the bylaw to such directors or officers of the co-operative and to such extent and manner as is set out in the bylaw.

Sale of property

1. A sale, lease, exchange or other disposition of all or substantially all of the property of a co-operative must be authorized by a special resolution and by such additional authorization as the articles provide.

7.03 – Dissolution of the Co-operative

In the event of a dissolution of the Co-operative, all decisions pertaining to the disposal of assets and the general winding up of the business is to be decided by the Members of the Co-operative by resolution at a meeting called for that purpose. The net assets remaining after the discharge of all liabilities shall be given to non-profit co-operative and/or charitable organizations as the Members determine by resolution.

Voluntary dissolution

1. A co-operative may be dissolved upon the authorization of,
 - (a) a majority of the votes cast at a general meeting of the members of the co-operative duly called for the purpose or by such other proportion of the votes cast as the articles provide, but such other proportion shall not be less than 50 per cent of all the members entitled to vote at the meeting;
 - (b) the consent in writing of all the members entitled to vote at such meeting; or
 - (c) all its incorporators or their personal representatives at any time within two years after the date set forth in its certificate of incorporation where the co-operative has not commenced business and has not issued any shares or received any membership fees or loans. R.S.O. 1990, c. C.35, s. 163.

ARTICLE VIII – AMENDMENTS TO BY-LAWS

8.01 – Amendments

- (a) The Board will propose changes to the By-laws for consideration at the next Annual General or Special General meeting, by submitting such proposed changes in writing to the Secretary at least forty-five days before the date of such meeting.

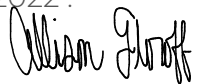
The amendments must be passed by the Board and approved by the membership;

- (b) Notice of every proposed change to the By-laws shall be sent either by mail or electronically by the Secretary to each Member and to each Board Member, not less than thirty days before the date of the Annual or Special General meeting at which such proposed change is to be considered;
- (c) Motions to amend By-laws will require at least two-thirds of the votes cast in favour by Members of the Co-operative in attendance at a duly called General Meeting with quorum intact;
- (d) Amendments to the By-laws become effective immediately following the success of the motion at which the amendments were considered and approved by the Members with quorum present.

Endorsement

Passed by the Board of Directors on the 17th day of February, 2022 .

Confirmed by at least 2/3 of votes cast at the meeting of the Members on the 30th day of April, 2022.



Chair



Secretary