



Solidarity Cooperative

Constitution

| | |
|--|----|
| 1. Definitions..... | 3 |
| 2. Organization..... | 4 |
| a. Name..... | 4 |
| b. Head Office..... | 4 |
| c. Fiscal Year..... | 4 |
| d. Coop Books..... | 4 |
| e. Nature..... | 4 |
| f. Purpose..... | 4 |
| 3. Social Capital..... | 5 |
| a. Qualifying Shares..... | 5 |
| b. Method of Payment..... | 6 |
| c. Share Transfers..... | 6 |
| d. Repayment of Shares..... | 6 |
| 4. Membership..... | 6 |
| a. Voting Members..... | 6 |
| c. Non-Voting Members..... | 9 |
| d. Termination and Suspension of Membership..... | 10 |
| e. Membership fees..... | 10 |
| 5. General Meetings..... | 10 |
| a. Quorum..... | 10 |
| b. Location..... | 10 |
| c. Decision Making..... | 11 |
| d. Annual General Meeting (AGM)..... | 11 |
| e. Special General Meetings (SGM)..... | 12 |
| f. Director Nominations & Elections..... | 12 |
| 6. Board of Directors..... | 13 |
| a. Board Composition and Duration of Terms..... | 13 |
| b. Responsibilities of the Board..... | 13 |
| c. Officers of the Board..... | 14 |
| d. Remuneration of Directors..... | 15 |
| e. User-Member and Fee-levy-Member Director Absenteeism..... | 15 |

Constitution

| | |
|--|----|
| f. Board Vacancies..... | 15 |
| g. Termination as a Director..... | 16 |
| h. Meetings of the Board..... | 16 |
| 7. Bylaws and Policy Amendments..... | 17 |
| 8. Separability of Articles..... | 17 |
| 9. Conflicts of Interest (Quebec Civil Code art. 324)..... | 17 |
| 10. Limitation of Liability..... | 18 |
| 11. Indemnification..... | 18 |
| 12. Banking and Borrowing Arrangements..... | 19 |
| 13. Dissolution of the Entity..... | 19 |
| 14. Discrimination and Harassment..... | 19 |
| 16. Appendix..... | 21 |
| Versions:..... | 21 |

Constitution

1. Definitions

For the purposes of this document, the below definitions are implied. Wherever possible, words used in these bylaws have the same definitions as in the Quebec Cooperatives Act.

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|-----------------------------|---|
| a. The Act or QCA | The Quebec Cooperatives Act c-67.2 (2023) |
| b. Board | The Board of Directors of CultivAction Solidarity Cooperative. |
| c. Bylaws | The rules by which CultivAction Solidarity Cooperative conducts its business. |
| d. Chair | Chairperson of the Board, unless otherwise indicated. |
| e. The Coop | CultivAction Co-operative de Solidarité |
| f. Director | A member of the Board of Directors |
| g. Food Sovereignty | The right of peoples to determine their own food and agriculture systems and to access healthy and culturally appropriate food produced through ecologically sound and sustainable methods (Via Campesina). CultivAction Solidarity Cooperative defines a food sovereign system at Concordia as: <i>a food system motivated community relations rather than the pursuit of private financial profit; grounded in inclusivity, accessibility, cooperation and justice, with a critical understanding of systemic inequality and the repercussions of imperialist colonization;</i> |
| h. General Meeting | A meeting open to all members of the organization, to conduct official business. |
| i. Non-Voting Member | Auxiliary Worker Member, Volunteer Member |
| j. Quorum | The minimum number of members who must be present to carry on business at a meeting. |
| k. Remuneration | Money paid to a person for providing a service (wages or fees). |
| l. Sustainability | The process and outcome of achieving social justice, economic equality and environmental health by reducing our ecological footprint and empowering communities. |

Constitution

m. Voting Member

A Worker, User or Support member

2. Organization

a. Name

The legal name of the cooperative is CultivAction Solidarity Cooperative, or en français “Coopérative de solidarité CultivAction”. The organization shall be known as “Coop CultivAction” (aka “CultivAction”).

b. Head Office

The head office of Coop CultivAction is located at 7075 Rue de Terrebonne, Montréal, QC H4B 2Z3, as determined by the Board of Directors.

c. Fiscal Year

1. For the purposes of financial accounting and record keeping, the fiscal year of Coop CultivAction begins January 1st, and ends December 31st.
2. At least once a year, an independent qualified accountant will conduct at least a financial review of Coop CultivAction’s books, accounts and records. The financial review for the previous year will be presented to the membership at the Annual General meeting.

d. Coop Books

1. Coop CultivAction shall maintain a book or books containing the following:
2. These by-laws and any amendments to it;
3. The names and addresses of the members;
4. The names and addresses of the Directors and the dates upon which they became and cease to be such;
5. Minutes of all the meetings of the Board, as approved by the Board and signed by the Secretary.

e. Nature

Coop CultivAction is an incorporated solidarity cooperative that operates financially as a non-profit organization. The purpose of Coop CultivAction is producing value for Concordia students and gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes and mandate of the organization.

f. Purpose

1. **Vision:** Coop CultivAction envisions a biodiverse, and abundant campus-community foodscape (healthy soil, animals, insects, nutritious food, beneficial plants, etc.) that

Constitution

facilitates hands on community education and engagement and builds social and economic justice.

2. The **mission** of CultivAction is to facilitate transitions towards a food sovereign campus-community by practising regenerative agriculture to nourish local populations with hyper-local, organic produce, cultivate urban green spaces and to support sustainable food production at Concordia and beyond. We offer urban agriculture workshops and volunteer learning opportunities to empower people with the knowledge to grow their own food and participate in a movement to cultivate a more resilient, just and food secure future. We see our work as a political act and look to create networks of reciprocity and connection with other groups who share a deep commitment to social justice and food sovereignty.

3. The **values** of CultivAction are
 1. Food sovereignty at Concordia University and surrounding communities
 2. Community empowerment to build collective food systems
 3. Accountability to Concordia students and local communities the co-op engages with
 4. A culture of comfort around calling people in/out
 5. Inclusivity in the workplace and for all involved in the cooperative
 6. Worker empowerment
 7. Reciprocity
 8. Solidarity
 9. Anti-capitalism
 10. Anti-oppression
 11. Anti-colonialism
 12. Land and Social Justice

3. Social Capital

a. Qualifying Shares

In order to become a member of the Coop, any person or organization must subscribe to the following qualification shares which correspond to their membership category.

| Class | Amount |
|----------------|--------|
| Worker member | \$10 |
| Support member | \$10 |

Constitution

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|-------------|------|
| User member | \$10 |
|-------------|------|

b. Method of Payment

The term of payment for qualifying shares is cash at the moment a member from whichever class is admitted, or within a delay that does not exceed 30 days from that moment;

c. Share Transfers

Membership shares are non-transferable.

d. Repayment of Shares

All shares are refundable for a period of two years, if approved by the Board. Fee levies for ASFA members are not refundable. Under Section 38 of the Act, the Board is unable to refund any type of share if it will jeopardize the financial sustainability of the Coop. The refund of shares are generally given according to the following priorities:

1. member's death;
2. resignation;
3. exclusion.

The redemption will be made according to the chronological order the requests are received and according to the order of priority stated above.

In accordance with Section VIII, Article 38 of the cooperatives act, Coop CultivAction may withhold the repayment or redemption of a share or pay interest on a share if:

1. it is insolvent or would become insolvent as a result of the repayment, redemption or payment;
2. the board of directors shows that the repayment, redemption or payment could adversely affect the financial stability of Coop CultivAction;
3. the repayment, redemption or payment would cause Coop CultivAction to be unable to fulfill the undertakings made with any third party that grants it financial assistance.

4. Membership

a. Voting Members

1. Worker Members:

- ii. To gain membership:

Constitution

- a. Must complete a six (6) month probationary period or has worked the requisite 200 hrs as an auxiliary member.
 - b. Be approved by the Board of Directors before becoming a worker member.
 - c. Purchase the minimum number of shares, as stated in article 3.a of these regulations, and pay for them as per article 3.b.
- iii. To maintain membership:**
- a. Must contribute to the growth and livelihood of Coop CultivAction.
 - b. Are responsible for supporting the purpose and values of Coop CultivAction and abiding by the Bylaws and policies of Coop CultivAction.
 - c. Are responsible for supporting Coop CultivAction events, activities and programs.
- iv. Rights of Worker Members**
- a. Have the right to vote and participate in special meetings and annual general meetings.
 - b. Are entitled to attend and vote in elections and matters of business at general meetings of Coop CultivAction.
 - c. Shall be eligible to sit as Directors.
 - d. May attend open-session Board meetings.
 - e. May inspect any document of Coop CultivAction, if requested within a reasonable time period, except for unapproved Board meeting minutes, minutes of Board meetings held in closed session, and documents with personal or confidential information, as defined by the Board.
 - f. May participate in a democratic process to decide worker member wages.
 - g. May harvest and take home food from the Co-op, according to their needs

2. Support Members:

Conditions of Admission and Responsibilities

- a. A person or group which has an economic, social or cultural interest in the mandate of the Coop.
- b. Must contribute to the growth and livelihood of Coop CultivAction.
- c. Are responsible for supporting the purpose and values of Coop CultivAction and abiding by the Bylaws and policies of Coop CultivAction.
- d. Are responsible for supporting Coop CultivAction events, activities, advocacy and programs.

Constitution

- e. Purchase the minimum number of shares, as stated in article 3.a. of these regulations, and pay for them as per article 3.b.
 - f. Must be invited and voted in by the Board of Directors.
- i. Rights**
- a. Are entitled to send a representative to attend and vote in elections and matters of business at general meetings of Coop CultivAction.
 - b. Shall be eligible to sit as Directors.
 - c. May attend open-session Board meetings.
 - d. May inspect any document of Coop CultivAction, if requested within a reasonable time period, except for unapproved Board meeting minutes, minutes of Board meetings held in closed session, and documents with personal or confidential information, as defined by the Board.
 - e. Support members have the following benefits in accordance to their shareholding:
 - i. A direct pathway to collaborate: to bring proposals and projects to Coop CultivAction
 - ii. Opportunities and priority for resource sharing (i.e tools and other physical assets)

3. User Members: Conditions of Admission and Responsibilities

- i. Conditions of Admission and Responsibilities**
- b. Have an active user membership with Coop CultivAction
 - c. Must contribute to the growth and livelihood of Coop CultivAction
 - d. Are responsible for supporting the purpose and values of Coop CultivAction and abiding by the Bylaws and policies of Coop CultivAction.
 - e. Are responsible for supporting Coop CultivAction events, activities and programs.
 - f. Must purchase the minimum number of shares, as stated in article 3.a of these regulations, and pay for them as per article 3.b..
- i. Rights of User Members**
- a. May buy produce at markets
 - b. May access educational programming according to CultivAction's fee schedule
 - c. Have the right to vote and participate in special meetings and annual general meetings.
 - d. Are entitled to attend and vote in elections and matters of business at general

Constitution

meetings of Coop CultivAction.

- e. Shall be eligible to sit as Directors.
- f. May attend open-session Board meetings.
- g. May inspect any document of Coop CultivAction, if requested within a reasonable time period, except for unapproved Board meeting minutes, minutes of Board meetings held in closed session, and documents with personal or confidential information, as defined by the Board.

4. Fee-levy Members

i. Conditions of Admission

- a. Fee-levy members must be students and members of the Arts and Science Federation of Associations (ASFA) at Concordia who contribute to CultivAction's fee-levy
- b. Fee-levy members do not pay any additional membership fees and therefore cannot be reimbursed by the Coop for membership fees

ii. Responsibilities

- a. Must contribute to the growth and livelihood of Coop CultivAction
- b. Are responsible for supporting the purpose and values of Coop CultivAction and abiding by the Bylaws and policies of Coop CultivAction.
- c. Are responsible for supporting Coop CultivAction events, activities and programs.
- d. Must pay the annual ASFA fee levy to CultivAction.

iii. Rights of Fee-levy members

- a. May buy produce at markets
- b. May access educational programming according to CultivAction's fee schedule
- c. Have the right to vote and participate in special meetings and annual general meetings.
- d. Are entitled to attend and vote in elections and matters of business at general meetings of Coop CultivAction.
- e. Shall be eligible to sit as Directors.
- f. May attend open-session Board meetings.
- g. May inspect any document of Coop CultivAction, if requested within a reasonable time period, except for unapproved Board meeting minutes, minutes of Board meetings held in closed session, and documents with personal or confidential information, as defined by the Board.

Constitution

c. Non-Voting Members

1. Auxiliary worker members:

i. Definition

- a. Auxiliary worker members are employees of Coop CultivAction who are not worker members.
- b. Auxiliary worker members may be in a probationary period before becoming a worker member (as per Article 4.a.1.ii.a.)

ii. Rights as an Auxiliary Member

- a. Auxiliary members do not have a right to vote, but may attend and speak at all meetings, including and annual general meetings and special general meetings.
- b. Auxiliary worker members do not pay membership fees
- c. Non-worker member employees are automatically auxiliary members
- d. May harvest and take home food from the Co-op, according to their needs

2. Volunteer Member

iii. Definition

- a. An individual from the community at large who actively volunteers with Coop CultivAction.
- b. Volunteer members do not pay membership fees.
- c. Volunteer members must register with Coop CultivAction to gain rights as a volunteer member.

iv. Rights as a Volunteer Member

- a. Volunteer members do not have a right to vote, but may attend and speak at annual general meetings and special general meetings.

d. Termination and Suspension of Membership

Using the normal decision-making process, at meeting where quorum is met, the Board is authorized to expel a member under any of the following conditions:

- a. If they are no longer participating, within their capacity, in any of the activities of the Coop
- b. If they do not comply with the spirit of the Bylaws
- c. Opting out of fee-levy contributions, or
- d. No longer fulfilling membership criteria, or
- e. Acting in a way that contravenes section 14 of these bylaws regarding discrimination and harassment, or
- f. Within fifteen (15) days of the Board's decision, the Board must deliver a written statement explaining the grounds for the member's expulsion and the

Constitution

date in which it is effective. The member may oppose their expulsion at the next board meeting. If using the normal decision-making process, the voting members agree with the opposition, then the member may be reinstated.

- g. The Board may suspend a member, whose actions or behaviour are against the mission and/or values of Coop CultivAction, for the shorter period of one (1) month or until the Special General Meeting where their removal will be addressed. The member facing a suspension must receive the notice of meeting where the suspension will be discussed. The notice to the member will include the grounds for suspension. The member will be allowed to address the Board prior to a decision being made. A suspension cannot be used to suppress a member's right to legitimately criticize the orientations of the Board and Management, or to prevent individuals from being candidates in Board elections.

e. Membership fees

Any change to membership fees must go through the by-law amendment process described in section seven of this document.

5. General Meetings

a. Quorum

A Quorum for General Meetings is 20 members or 5% of the membership, whichever is lower.

b. Location

1. The location of a General Meeting must be on, or nearby, a Concordia University campus and be wheelchair accessible.
2. A General Meeting may be held virtually, at the discretion of the Board, under extenuating circumstances such as, but not limited to, pandemic, inclement weather, avoiding events that risk bodily or mental harm, risk of not reaching quorum.
 - i. In order to hold a meeting virtually, the Board must support the membership with digital accessibility. If a member has trouble accessing technology that would allow them to participate fully, they should notify the Board at least 48 hours in advance of the scheduled meeting.

c. Decision Making

1. Binding decisions regarding organizational governance, financial strategy and official matters of business occur through prescribed democratic voting processes at General Member Meetings and at Board meetings.
2. Each member has one vote in General Meetings.

Constitution

3. For a decision to be made, a simple majority of members present at the assembly must vote in favor
4. Voting by proxy is not permitted.
5. The accepted form of parliamentary procedure used at General meetings will be the latest edition of Robert's Rules of Order.
6. A vote shall be made by show of hands, unless a majority of members present at the meeting decide otherwise. A minimum of 10% of present members can request a vote be done via secret ballot.
7. The Chair of General Meetings does not vote unless the vote is equally for or against, in which case the Chair is entitled to break the tie, except in the case of an election, in which case a tie is broken at random as outlined in section 5(f)(5).

d. Annual General Meeting (AGM)

1. An AGM must be held in each calendar year, within six (6) months of the end of the Co-op CultivAction fiscal year.
2. The Board decides on a date, time and place for the AGM. Notice of the AGM must be posted for the members at least ten (10) calendar days prior to the meeting date and include any proposed bylaw changes.
3. Notice will be posted on Co-op CultivAction virtual forums and sent by email to the address provided on the membership form. The notice must include the time, location, purpose and call for Directors (if seat vacancies).
4. Even if one or more members do not receive a meeting notice, resolutions or any other business conducted at the meeting will be valid.
5. The business carried out at an AGM must include, but is not limited to:
 - i. Approval of minutes from the last AGM
 - ii. Presentation of the Annual Report of Co-op CultivAction activities
 - iii. Review of Financial Statements and Accountant's report from the past fiscal year
 - iv. Appointment of a qualified Auditor
 - v. Ratification of Bylaw amendments, if recommended by the Board
 - vi. Elections of Directors, if any vacancies
 - vii. Negotiations for the allocation of surplus, if any exist.
 - viii. Question Period
6. Any General Meeting agenda must include the category of 'other' for members to propose motions not already outlined on the agenda. The Chair may reorder the agenda items during the meeting.

e. Special General Meetings (SGM)

1. A Special General Meeting (SGM) may be called at any time as necessary by the

Constitution

Board of Directors, or by a petition signed by at least 30 active members (or 10% of the membership, whichever is less) and submitted to the Board. In the event of a petition, Co-op CultivAction must hold an SGM within fourteen (14) calendar days of receiving the petition. If the petition stipulates a time and location on the Concordia campus that is wheelchair accessible, the organization is bound to the time and location stated.

2. Notice of the SGM must be posted for the members at least five (5) calendar days before the meeting date. The notice must include the time, location and purpose of the SGM, along with any proposed bylaw changes.

Notice will be posted on the CultivAction's virtual forums and sent by email to the addresses provided on the membership form.

3. Even if one or more members do not receive a meeting notice, resolutions or any other business conducted at the meeting will be valid.
4. The purpose for an SGM may include, but is not limited to:
 - i. Director dismissal (Letters Patents)
 - ii. Director election
 - iii. Bylaw amendments
 - iv. Addressing emergency issues

f. Director Nominations & Elections

1. A call-out for new user member Directors must be held ten (10) calendar days prior to the AGM or SGM.
2. Members who have been nominated for Director positions will be required to briefly present themselves and summarize their qualifications and motives at the General Meeting during the election period. Nominees should be prepared to answer questions posed to them by other Co-op CultivAction members.
3. If the number of nominees is less than or equal to the number of open Director positions, the Chair shall invite an omnibus motion to elect all nominees.
4. If this is not moved, if the motion fails, or if there are more nominees than open Director positions, Directors will be elected by a simple majority vote through a secret ballot.
5. In the case of a tie, a re-election will be called between the tied candidates. If there is a second tie, the winner(s) will be chosen at random.
6. Elections will be conducted by two scrutineers nominated and approved by the membership at the General Meeting.

Constitution

6. Board of Directors

a. Board Composition and Duration of Terms

1. Directors are individuals.
2. Directors must be, or represent, a Voting Member in one of the above Voting Membership types.
3. Directors are elected by the membership at Annual General Meetings.
4. A Board Chair is elected by the membership at Annual General Meetings. The Board is composed of eleven (11) Directors: six (6) worker members, four (4) user members and/or fee-levy members, and one (1) support member.
5. In case of a board seat composition change, the ratio of representation amongst member categories must be maintained.
6. The Board Chair will be a non-voting member of the Board of Directors and will facilitate the Board Meetings and General Meetings for their term.
7. Worker members are elected for a term of two (2) years.
8. User members are elected for a term of one (1) year.
9. A Director may sit as Chair or Vice-Chair for no more than two (2) consecutive years.
10. The Board will invite a support member (or a representative of their organization) to sit on the Board. This decision shall be ratified at a General Meeting of members.
11. Directors are eligible for re-election

b. Responsibilities of the Board

1. The Board is accountable to the general membership. Responsibilities and tasks are outlined below.
2. The oversight and administration of the affairs of Coop-CultivAction are vested in the Board, including:
 - i. Entering lawfully any kind of contract, and
 - ii. Ensuring the mandate of the organization is followed as stipulated by the Bylaws, and
 - iii. Ensuring proper financial management and the legal and fiscal integrity of the organization, and
 - iv. Creating and adjusting Co-op CultivAction's policies and ensuring they are in alignment with the Bylaws
3. The Directors of the Board are responsible for:
 - i. Attending regularly scheduled Board meetings, and
 - ii. Requesting excusal for any meeting absence at least forty-eight (48) hours in advance of the meeting, and

Constitution

c. Officers of the Board

1. Officers of the Board shall be appointed by resolution of the Board at the first official Board meeting following the election at the Annual General Meeting.
2. The Co-op CultivAction's following officer roles include:
 - a. **The Chair** of the Board, who is the Director responsible for
 - i. Scheduling and calling Board meetings, and
 - ii. Issuing meeting agendas, and
 - iii. Facilitating Board and General meetings, and
 - iv. Ensuring the Board follows the Co-op CultivAction's Bylaws and policies, and
 - v. Monitoring that the Co-op's bylaws continue to be appropriate and relevant, and
 - vi. Presiding over the Governance Committee, and
 - vii. Acting as a spokesperson for Co-op CultivAction.
 - b. **The Vice Chair** of the Board is the Director who is responsible for
 - i. Assisting the Chair with meeting facilitation and their general duties, and
 - ii. Carrying out the Chair duties when the Chair is not able to do so.
 - c. The **Administrator** is the Director who is responsible for:
 - i. Assisting the Chair and Vice Chair with meeting planning, and
 - ii. Compiling the meeting agenda, and
 - iii. Ensuring Board and General meeting minutes are recorded and filed properly
 - iv. Ensuring proper preparation and filing of other books or records related to Co-op CultivAction
 - v. Overseeing the Co-op CultivAction's finances and annual financial review, and
 - vi. Delivering the financial reports to the Board, and
 - vii. Presiding over the Finance Committee, and
 - viii. Acting as a Signing Officer, and
 - ix. Being designated as a Power of Attorney in dealings with Revenu Québec.
 - d. The **Signing Officers** are the two (2) Directors (or may be a Director and an Employee, if authorized by resolution of the Board) who are responsible for:
 - i. reviewing, approving and verifying Co-op CultivAction's financial transactions and transfers (whether electronic or in cheque form), and
 - ii. Signing agreements or contracts on behalf of Co-op CultivAction.
 - iii. Limited signing authority may also be granted to a designated financial management service provider, if authorized by resolution of the Board.

Constitution

d. Remuneration of Directors

1. Directors do not receive any remuneration for performing Board or Officer duties or responsibilities.
2. However, Directors may be reimbursed for expenses incurred in the performance of their duties. These expenses must be approved by the Treasurer before the expense is incurred.
3. Directors may receive incentives in the form of training, professional development and complimentary food and accommodations for meetings and retreats.
4. Directors and Officers may receive remuneration for providing special service to the Co-op CultivAction if:
 - i. other people have been considered to provide the service but are found to be less appropriate than the Director/Officer, and
 - ii. the Director/Officer acts diligently in accordance with the "Conflict of interest" by-law, and
 - iii. the Board approves a motion to contract the Director to provide the special service.

e. User-Member and Fee-levy-Member Director Absenteeism

1. If a user-member Director finds it impossible to attend a Board meeting, the Director must notify the Board at least forty-eight (48) hours in advance of the meeting.
2. The Board will excuse a user-member and Fee Levy member Director's absence if the Director provides adequate notice or if the absence is due to circumstances the Board finds acceptable.
3. If a user-member and Fee Levy member Director is absent, without excusal, for three (3) consecutive Board meetings the Director may lose their seat on the Board.

f. Board Vacancies.

1. Should there be vacant seats at the time of the election, they can be filled for the remainder of the original term.
2. If a Director position becomes vacant between elections, the Board may appoint new Directors to fill vacant positions to complete the unexpired term. Appointments must be made using the normal decision-making process at a Board meeting where quorum is met.

g. Termination as a Director

A Director whose Directorship is terminated ceases to have Director privileges, voting rights or decision-making power at Board meetings. A Director may be terminated from the Board in any one of the following ways:

1. Resignation through written notice to the Board, or
2. Termination of Co-op CultivAction's membership in one of the ways listed above, or
3. Not fulfilling Director Roles and Responsibilities as described in these Bylaws, or
4. Acting in a way that contravenes section 14 of these bylaws regarding discrimination and

Constitution

harassment, or

5. Being expelled by a two-thirds majority of the General Membership at a Special General meeting which the offending Director has received ten (10) calendar days notice, or
6. Death

h. Meetings of the Board

1. The location of the Board meeting may be determined by the Directors.
2. Directors are allowed to participate by telephone, video conference or using any other technology to any board meeting. Every director must be able to participate in all matters debated and voted on at the meeting.
3. **Quorum** for the Board shall be a majority of the Directors currently holding office.
4. The Board will meet a minimum of three (3) times per fiscal year.
5. Regular Board meetings shall be called through written notice a minimum of five (5) calendar days in advance of the date. The notice must include the date, time, location and agenda of the meeting.
6. A special or regular Board meeting may be called by the Chair or Secretary, if requested in writing from three (3) Directors. Board meetings called by Directors must be held within thirty (30) calendar days after the Chair or Secretary receives the request for a meeting. Special meetings shall be called through written notice a minimum of forty-eight (48) hours of notice before the special meeting. The notice must include the date, time, location and agenda of the meeting.
7. The Board shall always strives for full consensus in decisions making processes. If this is not possible, a motion may be carried on the principles of modified consensus (consensus minus one) wherein each Member of the voting body can either stand for or against or abstain on any motion. In this form of modified consensus, any motion may be voted down on the basis of being voted against by more than one individual.
8. If full consensus and modified consensus are not able to be reached on a subject, the Board may plan a special meeting to discuss the issue and hold another vote on the subject. A special meeting must occur between 48 hours and two-weeks after the original meeting, no earlier or later. The timing for the special meeting may be decided by a simple majority of Directors present. If at a special meeting full consensus and modified consensus are not possible, a motion may carry with $\frac{2}{3}$ majority. If this is not possible, the motion fails.
9. The Board should be conscious of the reasons for any votes against or abstentions and should, when possible, adopt proposals that are supported by all individuals involved in the decision making process. For each motion on the floor, the group will attempt to modify the motion in order to reach consensus.
10. Each Director has one vote in Board meetings. Voting by proxy is not permitted.

Constitution

11. A document carrying the signatures of all the directors shall be considered a resolution of the board directors and have the same effect as if approved in a duly convened meeting of the board. Votes by email must be unanimous in order to be considered a resolution.

7. Bylaws and Policy Amendments

- a. The Co-op CultivAction Bylaws may be changed by resolution at a General Meeting.
- b. Bylaw changes must be approved by the Board of Directors (using their normal decision-making procedure) before being brought to a General Meeting.
- c. Approval by a minimum two-thirds ($\frac{2}{3}$) vote of the members present at the General Meeting is needed to pass the resolution to ratify the Bylaws. If the change is not ratified by the members, it ceases to have effect as of the date it was rejected. The clause would return to the Board to be re-worked and presented at a future General Meeting.
- d. A clause may not be amended on the floor at a General Meeting.
- e. All proposed bylaw changes must be written and included in the invitation/call out for General Meetings.

8. Separability of Articles

In case any of the provisions contained in this Bylaws or any application thereof shall be invalid, illegal or unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions contained in this agreement shall not, in any way, be affected.

9. Conflicts of Interest (Quebec Civil Code art. 324)

A Co-op CultivAction member or director is in a conflict of interest if they can benefit financially or materially from the result of a business decision. In case of a conflict or an appearance of conflict interest, the member or director must:

- a. Disclose immediately to the members present or to the Board of Directors the meeting the nature and extent of their interest. The disclosure will be entered in the minutes of the meeting.
- b. Refrain from influencing the Board or membership's decisions on the issue, and
- c. If the Board or membership requests, provide relevant information, and
- d. Leave the meeting when discussion and voting on the issue occurs

Constitution

10. Limitation of Liability

No Director or employee shall be liable for the acts, receipts, neglects or defaults of any other Director or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Co-op CultivAction through the insufficiency or deficiency of title to any property acquired for or on behalf of the Co-op CultivAction or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Co-op CultivAction shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Co-op CultivAction shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of Co-op CultivAction shall be deposited, or for any loss occasioned by any error in judgment or oversight on such person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or employment or in relation thereto, unless the same are occasioned by such person's own negligence or willful default; provided that nothing herein shall relieve any director, officer or employee from the duty to act in accordance with the Act or from liability for any breach thereof.

11. Indemnification

When Directors or others are authorized to act on behalf of the Co-op CultivAction, and a legal or administrative action results in costs or expenses, the Co-op CultivAction will not require Directors or other authorized persons to pay any penalties, liabilities, costs or expenses, if the authorized persons:

- a. Acted honestly and in good faith with a view to the best interests of the Co-op CultivAction, and
- b. In cases involving criminal or administrative action enforced by a monetary penalty, had reasonable grounds to believe their conduct was lawful, and
- c. Immediately notified the Co-op CultivAction of any action or proceeding, and
- d. Cooperated with the Co-op CultivAction in its defense in a manner that was reasonable in the circumstances.

12. Banking and Borrowing Arrangements

- a. Co-op CultivAction may perform services for a fee, fundraise or borrow money to carry out the business of the Co-op CultivAction.
- b. The banking business of the Co-op CultivAction including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust

Constitution

- companies or other Boardies corporate or organizations and under such agreements, instructions and delegations of powers as the Board determines from time to time.
- c. Without limiting the borrowing powers of the Co-op CultivAction, the Board may from time to time:
- i. borrow money upon the credit of the Co-op CultivAction;
 - ii. issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantee of the Co-op CultivAction, whether secured or unsecured;
 - iii. mortgage, hypothecate, pledge, or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Co-op CultivAction, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Co-op CultivAction.
- d. Nothing in this section limits or restricts the borrowing of money by the Co-op CultivAction on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Co-op CultivAction.

13. Dissolution of the Entity

14. Dissolution of the Co-op CultivAction requires a resolution to dissolve, adopted by the Board and ratified by a three-quarters ($\frac{3}{4}$) majority vote of the members present at a special general meeting called for that purpose.
15. If Co-op CultivAction dissolves, all of its assets will be redistributed to another organization with analogous activity.

14. Discrimination and Harassment

There shall be no discrimination or harassment exercised or practised with respect to any Member, or participant in any activity of the cooperative or applicant for employment by reason including but not limited to age; race; creed; colour; place of origin; ethnic origin; citizenship; language; ancestry; political or religious affiliation; union affiliation; advocacy activities; level of education; ability; gender; sex; sexual preference, orientation, or identification; marital status; family status; class; place of residence; citizenship status; experience with sex work; record of offences except where it relates to bona fide employment qualifications; Acquired Immune Deficiency Syndrome (AIDS), AIDS related illness, AIDS related complex (ARC), positive Human Immune Deficiency Virus (HIV) test, or any other illness or disability so long as it does not significantly impair the performance

Constitution

of the duties of the position; not by reason of the rights contained in this agreement. No Member, participant, or applicant for employment shall be required to submit to a lie detector test, blood test, or any other test for illness or drug dependency.

There shall be no form of harassment exercised or practiced with respect to any worker, member or any applicant seeking to become a worker. This includes actions that intentionally put others' health and safety at risk. Sexual harassment shall be defined as:

- Unwanted attention of a sexual nature; or
- Implied or expressed promise of reward for complying with a sexually oriented request;

or

- Implied or expressed threat of reprisal, actual reprisal or the denial of opportunity for the refusal to comply with a sexually oriented request; or
- Sexually oriented remarks or behaviour that may reasonably be perceived to create a negative working environment.

Note: Parts of these bylaws have been adapted from the governing documents of other groups including the Concordia Food Coalition, le Frigo Vert and the People's Potato.

16. Appendix

Versions:

VERSION 1

The Bylaws were adopted by the Board of Directors on **January 10th, 2024** at Tiohtià:ke/Montréal.

The Bylaws were ratified by the Membership on **January 10th, 2024** at Tiohtià:ke/Montréal.