

HIVE CAFÉ, SOLIDARITY COOPERATIVE

INTERNAL BY-LAW

BY-LAW NUMBER 1

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Vision

We aim to empower students by using a student-lead, non-profit, cooperative model all the while helping to inspire and cultivate an alternative food system at Concordia that is socially, economically, and environmentally sustainable.

Mission

Located both at the heart of Concordia University's Loyola campus and Downtown campus, the Hive Café's mission is to provide healthy, varied, affordable, organic, and locally produced food options, while highlighting sustainable practices, employing dignified working conditions for suppliers and worker-members alike, nurturing a community-run space, and fostering an alternative food system to the one currently dominated by corporate institutional providers.

Values

The Hive Café Solidarity Cooperative adopted a non-profit cooperative economic model due to our shared desire for fostering a healthier and more sustainable food system, our passion for community-building, and our strong commitment to values such as;

Anti-racism

Anti-sexism

Queer positivity

Anti-poverty

Anti-oppression

Egalitarianism

Fair labour relations

Social, environmental, and economic sustainability.

CHAPTER I: DEFINITIONS

1.1 Definitions

In this document, the following terms designate:

- a) **Executive Officers :**
The president, vice-president and the secretary.
- b) **General Assembly (GA) :**
The annual or special meeting of the members of the Co-op.
- c) **The Board:**
The Board of Directors of the Co-op.
- d) **The Co-op:**
Café Hive Coopérative de Solidarité
Hive Café Solidarity Cooperative
- e) **Student:**
Any person who is registered in at least one course at the University.
- f) **The law :**
The Cooperatives Act (L.R.Q. chapter C-67.2).
- g) **Support Member :**
A person or organization which has an economic, cultural or social interest in the mandate of the Co-op.
- h) **Worker Member :**
A person who is employed in any capacity by the Co-op.
- i) **User Member:**
A student, faculty, or staff member of Concordia University, or community members at large who uses the Co-op's services.
- j) **Policy :**
Any policy adopted by the Board of Directors.
- k) **By-law:**
Any by-law adopted at the General Assembly of the Co-op
- l) **University :**
L'Université Concordia

CHAPTER II: SOCIAL CAPITAL

(Refer to articles 37 to 49.4 and 226.4 of the Law)

2.1 Qualification Shares

To become a Member of the Co-op, any individual, group or company must subscribe to the number of qualification shares corresponding to their respective member category as outlined below:

| <u>Category</u> | <u>Number of Social Shares</u> | <u>Total Amount</u> |
|-----------------|--------------------------------|---------------------|
| User Member | 1 | \$10.00 |
| Worker Member | 1 | \$10.00 |
| Support Member | 10 | \$100.00 |

2.2 Methods of Payment

For usermembers and worker members, social shares are payable by cash, debit or credit card at the moment of admission as a Member. Support members can pay their shares by cash, via the internal transfer account of Concordia University, or by cheque.

2.3 Transfer of Shares

Social shares are non-transferrable.

2.4 Refund of Social Shares

Subject to the restrictions provided in article 38 of the law, the refund of social shares is given based on the following priorities:

- a) Death of the Member;
- b) Resignation;
- c) Expulsion;
- d) Refund of Social Shares other than Social Capital Qualification Shares.

2.5 Refund of Social Shares other than Social Capital Qualification Shares

Subject to the restrictions provided in article 38 of the law, the Board can refund amounts of its social shares other than its social capital qualification shares. A user member is considered to have given up their social shares if they have not conducted business with the Co-op for two (2) years.

2.6 Preferred shares

The Board is authorised to issue preferred shares and to determine their characteristics.

2.7 Repayment of preferred shares

Subject to the restrictions set out in section 38 of the Act, the repayment of the preferred shares is performed according to the conditions set out by the board in compliance with section 46 of the Act.

CHAPTER III: MEMBERS

(Refer to articles 51 to 60.2 and 226.1 of the law)

3.1 Condition of admission as User Member

To become a User Member of the Co-op, an individual must:

- a) Be a student, faculty, or staff of Concordia University, or community member at large who uses the Co-op's services.
- b) Pay the minimum amount stipulated in article 2.1 of the existing by-laws and in accordance with article 2.2.
- c) Comply with article 51 of the law.

3.2 Condition of admission as Worker Member

To become a Worker Member of the Co-op, an individual must:

- a) Be a person who is employed in any capacity by the Co-op.
- b) Pay the minimum amount stipulated in article 2.1 of the existing by-laws and in accordance with article 2.2.
- c) Comply with article 51 of the law.

3.3 Condition of admission as Support Member

To become a Support Member of the Co-op, an individual must:

- a) Be a person or group which has an economic, social or cultural interest in the mandate of the Co-op.
- b) Pay the minimum amount stipulated in article 2.1 of the existing by-laws and in accordance with article 2.2.
- c) Comply with article 51 of the law, excluding paragraph 1 of this article for support members.

3.4 Expulsion of members

The Board of Directors is authorized to expel a member, subject to articles 57, 58 and 60.

CHAPTER IV: ASSEMBLY OF THE MEMBERS

(Refer to articles 63 to 79 of the law)

4.1 General Assembly

All assemblies will take place at a location and on a date decided upon by the Board, subject to articles 77, 78 and 85 of the law.

4.2 Special General Assembly

A Special General Assembly of the members may also be called by the presentation of a petition signed by at least 25% of the total number of members, or 500 signatures if the total number of members exceeds 2000.

Such petition must set out the reasons for the meeting and the specific resolutions to be considered at such meeting. The Board must hold the meeting within twenty-one (21) days from receiving the petition.

4.3 Notice of Assembly

The notice of General Assembly must be sent out by email at least fourteen (14) days before the date decided upon by the Board.

The notice of a Special General Assembly must be sent out by email at least seven (7) days before the date decided upon by the Board.

The decisions made at an assembly cannot be declared void under the pretext that the Members did not receive or read the notice of the assembly.

4.4 Voting Procedure

The vote is taken by raised hand unless it is decided otherwise by the majority of the members present at the assembly.

4.5 Quorum

The quorum for an Assembly shall consist of thirty (30) members

4.6 Proxy

Voting by proxy is not permitted.

CHAPTER V: BOARD OF DIRECTORS

(Refer to articles 80 to 106.1 and 226.1 of the law)

5.1 Eligibility of Members

To be eligible for a position on the Board of Directors, a member must have paid their social shares.

5.2 Composition of the Board of Directors

The Board is composed of twelve (12) directors. However, the first year, the total number of directors will be fifteen (15).

5.3 Composition of User Members

Three (3) positions are available for students, within the category of User Members. However, the first year, it will be increased to six (6).

Two (2) positions are available for a non-student, within the category of User Members.

5.4 Composition of Worker Members

Two (2) positions are available for employees of the Loyola cafe, within the category of Worker Members.

Two (2) positions are available for employees of the Downtown cafe, within the category of Worker Members.

5.5 Composition of Support Members

One (1) position is reserved for the Concordia Student Union.

One (1) position is reserved for the Community Food Coalition.

The number of Support Members elected to the Board of Directors can never exceed a third of the total number of elected Board of Directors.

5.6 Member Categories

The composition of the Board is divided into three categories which correspond to those categories outlined in article 1.1. For each category, there should be the following number of directors on the Board:

| <u>Categories</u> | <u>Number of Directors on the Board</u> |
|-------------------|---|
| User Members | 5 |
| Worker Members | 4 |
| Support Members | 3 |

5.7 Duration of Board of Directors' Mandate

The duration of the Board of Directors' Mandate is two (2) years.

5.8 Directors' rotation

For the first two (2) years of the foundation of the cooperative, the term of office of the directors is as follows:

- a) Four (4) positions will be up for election after the first year, five (5) positions after the second year.
- b) The Board will determine the positions that will be up for elections after the first year.
- c) The term of office of the directors elected afterward will be two (2) years.

5.9 Nomination and Election Procedure of the Board of Directors

The President or Secretary of the Co-op are president and secretary of the election, unless they are among the nominees.

a) The assembly should appoint two scrutineers, and if applicable, a President and/or Secretary of the Election; by accepting to act in this capacity, these individuals accept their non-candidacy;

b) The President of the election will read out the names of the former Board of Directors, indicating which category they belong to.

c) Following this, the president will inform the assembly that:

1. The members of the former Board of Directors may be re-elected;

2. The members of each category can submit the candidacy of as many members as they wish;

3. Each submission of candidacy is considered duly supported and uncontested;

4. The President will ensure that each candidate accepts their nomination. Any refusal on the part of the candidate will eliminate them from the election;

5. After this elimination, if there are more candidates than vacant seats, then the election occurs. If the number of candidates is equal to the number of vacant seats, the candidates are elected by acclamation. If the number of candidates of a category is inferior to the number of vacant seats in that category, these seats will be filled at a next annual or special general meeting;

6. If there is an election, it will be done by secret ballot. A ballot will be given to each member of the category in question, who will write the name of the candidate(s) of their choice. The number of names on the ballot must correspond to the number of empty seats in the category in question;

7. The scrutineers will count the votes obtained by each candidate and will communicate these results to the President of the election;

8. The president will declare the candidate who obtained the greatest amount of votes elected, without divulging how many votes each candidate obtained;

9. In the case of a tie, the scrutiny of the vote is resumed between the tied candidates only;

10. If after a second process of scrutiny, there is still a tie, the Director is chosen by drawing names.

11. There will be a recount if at least a third of the members present at the assembly request it. In this case, the candidates in question will bear witness to the recount;

12. The ballots will be destroyed by the Secretary of the election immediately after the scrutiny of the vote.

13. All decisions made by the President, with regards to procedure, are binding on the assembly, unless overturned by a majority vote of the members present at the assembly.

5.10 Meetings of the Board

The Board of Directors meets as often as the cooperative's interests requires, with a minimum of at least once (1) a semester.

Official notice of the meeting is given by email at least seven (7) days before the date of the meeting.

In the case of an emergency meeting, the notice of the meeting can be as short as forty-eight (48) hours in advance.

The Directors can use means of telecommunication to participate in meetings of the Board if they are unable to do it physically.

5.11 Motions and resolutions

All the motions or resolutions adopted at a Board of Directors Meeting are considered valid and in order, unless it is later discovered that the nomination of a Director was marred by an inconsistency or that a Director is no longer able to maintain their position.

Motions and resolutions voted upon electronically and passed unanimously are considered as actionable and must be ratified at next Board of Directors meeting.

5.12 Committees

The Board is authorised to form committees, determine their mandates and compositions.

CHAPTER VI: TASKS AND POWERS OF THE BOARD OF DIRECTORS

(Refer to articles 112.1 to 117 of the law)

6.1 President

The President:

a) Will chair the General Assembly and Board of Directors meetings;

- b) Will ensure that the Constitution and By-laws are observed;
- c) Will ensure that resolutions made at the General Assembly and Board of Directors meetings are carried out;
- d) Will represent the Co-op in external relations and affairs.

6.2 Vice-president

The Vice-president:

- a) Will assist the President at Board meetings;
- b) Will fill the role of chair in the absence of the President;
- c) Will execute mandates given by the Board.

6.3 Secretary

The Secretary:

- a) Will take Minutes of the General Assembly and Board of Directors Meetings;
- b) Will be responsible for the maintenance of the register and archives of the Co-op;
- c) Will communicate the notice of the General Assembly and Board of Directors Meetings;
- d) Will transmit to various bodies the requirements of the law;
- e) Will execute all tasks inherent to its functions.

CHAPTER VII: ACTIVITIES

(Refer to articles 90 and 128 to 134 of the law)

7.1 Remuneration of workers

The Board establishes the scale of remuneration and other payments of all workers of the cooperative.

7.2 Insurance

The Board must insure the Co-op in accordance with its needs.

7.3 Fiscal Year

The fiscal year begins June 1st of each year and ends on May 31st

7.4 Duration of By-laws in Effect

The current By-laws are effective as of July 3rd, 2014.

Date: July 11/2014

Randy Helms
Secretary

**CAFÉ HIVE, COOPÉRATIVE DE SOLIDARITÉ
HIVE CAFÉ, SOLIDARITY COOPERATIVE**

**BY-LAW NUMBER 2
LOAN AND SECURITY GRANTING BY-LAW**

In accordance with this by-law, the general meeting authorizes the board to:

1. Contract loans on the cooperative credit (section 89, paragraph 3);
2. Issue bonds or other securities of the cooperative and give them as security or sell them for a price deemed appropriate;
3. Hypothecate or otherwise give as security property belonging to the cooperative (section 89, paragraph 3) and, without limiting the generality of the foregoing:
 - a) Hypothecate all its movable or immovable property, present and future, tangible or intangible;
 - b) Sell its debts or accounts receivables, present or future, or payments due or accruing on its shares, in accordance with the provisions of the Civil Code of Québec relating to the assignment of claims (section 27, paragraph 2).;

SECRETARY'S CERTIFICATE

I, the undersigned, secretary of the cooperative, certify that By-Law number 2 was adopted by at least two thirds (2/3) of the votes cast at the General Organization Meeting of the members regularly held at Montreal, July the 3rd 2014. This By-Law rescinds and replaces any prior loan and security grant By-Law.

Date: July 11 / 2014

Doris Holdenman
(Secretary)

