

BY-LAW NUMBER -LAW NUMBER 1

a by-law relating generally to the transaction of the affairs of LUNIK CO-OPERATIVE INC.

BE IT ENACTED as a by-law of Lunik Co-operative Inc. (the Cooperative)
as follows:

1. Members [Can we add something about voting rights here?]

1.1 Membership:

The membership shall consist of the applicants for the incorporation of the Co-operative and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors, who have paid a \$10 membership fee, refundable upon resignation. Students of Glendon College, York University must sign up to become members. Members may resign from the Co-operative in writing which shall be effective upon acceptance thereof by the board of directors and otherwise will retain lifetime membership. Any member may be required to resign by a vote of two-thirds of members at an annual or general meeting of the members. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by her/him to the Co-operative prior to acceptance of her/his resignation. The Co-operative will return membership fees to the member upon acceptance of a written request for resignation (which includes a current mailing address). In the absence of a current mailing address or after inactivity of more than two years, the Cooperative shall retain the membership fees.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy. Membership also entails additional responsibilities outlined in the Membership Policy.

1.2 Annual and Other Meetings of Members: The annual or any other general meeting of the members shall be held at the head office of the Co-operative or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented, a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

The board of directors or Chair shall have power to call at any time a general meeting of the members of the Co-operative. Public notice and advertisement of members' meetings, annual or general, shall be required and notice given by sending the notice by prepaid mail or email 10 days before the time fixed for the holding of such meeting.

Members may call a general meeting of the Co-operative by gathering signatures of 5% of the membership and 50 members. Such meeting shall be called by one of the Co-Ordinators no

later than two-weeks after her/his reception of the required and audited signatures of the required number of members.

1.3 Error or Omission in Notice: No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Co-operative shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be her/his last address recorded on the books of the Co-operative.

1.4 Adjournments: Any meetings of the members may be adjourned and reconvened at any time and such business may be transacted at such reconvened meeting as might have been transacted at the original meeting from which such adjournment took place. Notice pursuant to this By-Law shall be required of any such reconvened meeting.

1.5 Quorum of Members: A quorum for the transaction of business at any meeting of members shall consist of the lesser of

- a. 5% of members or
- b. 7 members.

1.6 Voting of Members: Each member of the Co-operative shall at all meetings of members be entitled to one vote. At all meetings of members every question shall be decided by a majority of the votes of the members, unless otherwise required by the by-laws of the Co-operative or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member.

Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Co-operative shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Co-operative in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the question is lost.

1.7 Rules of Order: The rules of order of the Co-operative at board and general membership meetings shall be governed by the Meeting Guidelines Policy. All members of the Board and the Student Committees should familiarize themselves with these rules, and a short information sheet of the rules shall be made available by the Chair to members at the meeting upon request.

2. Directors

2.1 Board of Incorporators: The affairs of the Co-operative shall be managed by a board of 7 to 15 directors, each of whom at the time of her/his election or within ten days thereafter and throughout her/his term of office shall be a member of the Cooperative. Each director shall be elected to hold office for a two year term, although only 1/2 of the directors shall be up for election in any year. At the first annual meeting the incorporators shall identify to the membership the board members who are serving staged terms to facilitate this order. After election, board members shall be considered to have been elected or until her/his successor shall have been duly elected and qualified.

One third of the board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Co-operative may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of her/his term of office, and may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of her/his term.

2.2 Vacancies: Vacancies on this Board, however caused, may, so long as a quorum of directors remains in office, be filled by the directors from among the qualified members of the Co-operative if they shall see fit to do so for the length of term remaining on the vacant position. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

Regardless of the above, as part of its mandate to facilitate consistent oversight of student businesses and facilitate student education and experience, the Co-operative shall always preserve the narrowest majority of active seats on the board (4 out of seven, 5 out of 8, 5 out of 9, 6 out of 10 etc.) for student for student members and the largest minority (3 out of 7, 3 out of 8, 4 out of 9, 4 out of 10) for not-student members who have permanent positions (tenure track or tenured professors, and administrative staff with permanent positions) at the University(s). There may only be, up to two seats only for alumni on the Board. If these positions are not filled at a general membership meeting, the President shall be authorized to find as soon as possible a suitable person to fill the position, conditional first upon the vote of the board and then upon the vote of members at the next general membership meeting.

2.3 Quorum and Meetings: A majority of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine.

No formal notice of any such meeting shall be necessary if all the directors are present, or if

those absent have signified their consent to the meeting being held in their absence.

Directors' meetings may be formally called by the Chair or by the Secretary on direction of the Chair, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or emailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Cooperative. The directors may consider or transact any business either special or general at any meeting of the board.

2.4 Errors in Notice: No error or omission in giving such notice for a directors' meeting shall invalidate such meeting or any proceedings taken at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

2.5 Voting: Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the question is lost. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair her/his duties may be performed by such other director as the board may from time to time appoint for the purpose.

2.6 Powers: The Board of Incorporators shall advise, support and oversee at an arm's length Lunik Co-op's student committees. Ultimate decision making power will remain in the realm of student committees however the Board may step into to ensure that the Lunik mandate and principles of cooperation are protected by Coordinators and student committees.

2.7 Remuneration of Directors: The directors, and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration from his or her position as director or in any other capacity, provided that a director, including a director who is also an officer, may be paid reasonable expenses incurred by them in the performance of his or her duties.

2.8 Books and Records: The directors shall see that all necessary books and records of the Co-operative required by the by-laws of the Co-operative or by any applicable statute or law are regularly and properly kept. All books and records must be publicly available and accessible to all members.

3. Officers in the Board of Incorporators

3.1 Officers of the Board of Incorporators: There shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the board of directors may determine by resolution from time to time. The Chair shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Co-operative may, but need not, be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

3.2 Duties of Chair: The President shall, when present, preside at all meetings of the members of the Co-operative and of the board of directors. The President with the Secretary or other officer appointed by the board for the purpose shall sign all bylaws and membership certificates.

In the absence, disability or refusal to act of the President, the Vice-President shall be vested with all the powers and shall perform all the duties of the President.

In the absence, disability or refusal of the President and the Vice-President, the duties and powers of the Chair may be exercised by such other director as the board may from time to time appoint for the purpose.

3.3 Duties of Vice-President: In the absence or disability or refusal to act of the Chair, the Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair. Specifically, the Vice-Chair shall be responsible for actively searching for external and internal support for the Co-operative.

3.4 Duties of Secretary and Treasurer: The Secretary shall be ex officio clerk of the board of directors. She/he shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. She/he shall give all notices required to be given to members and to directors and shall be the custodian of the seal of the Co-operative and of all books, papers, records, correspondence, contracts and other documents belonging to the Cooperative which she/he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution. She/he shall also be responsible for regular communication with members, unless a Communications Officer is elected by the board.

3.5 Committees: The board shall form committees from time to time to facilitate its mandate. All committees must have at least one member of the board on them, to facilitate communication between committees and the board, but the chair of a

committee need not be a member of the board. Sufficient funding and information shall be given by the Co-operative to facilitate the functioning of the committees.

3.6 Duties of Other Officers: The duties of all other officers of the Co-operative shall be such as the terms of their engagement call for or the board of directors requires of them.

4. Membership-Council/Executive:

4.1 The Executive position(s) of Lunik Co-operative work to ensure the ongoing success of the objectives of the co-operative and its membership. The Executive positions are the following: Two Co-Ordinators , two Organizers of finances, chair(s) of Environmental/Facilities Council, chair(s) of Volunteer Management, and chair(s) of Social Space. The duties of the Organizers are to facilitate the ongoing management and activities of Lunik Co-op, to act as liaisons with the greater community and points of contact. All Organizers and members have equal voting power and decision making authority.

There are 4 Councils: (1) Volunteer Management Council (2) Financial Sustainability Management Council (3) Environmental/Facilities Council and (4) The Social Space Council. Any member of the Lunik Co-operative general membership may participate in any of the Councils directly. The terms of office are at the discretion of every member by means of direct participation in electronic communication and at general meetings. Each council shall have at minimum one (1) member with no maximum limit and vacancies must be filled immediately by means of recruitment from the general membership by the Executives. Vacancies in the Executive position(s) must be filled by the Social Sustainability Management council by means of recruitment to the general membership. Any and all members of Lunik Co-operative shall be responsible for the ongoing governance of the space.

The duties for each council are as follows:

Volunteer Management Council

This council is responsible for managing, recruiting and training volunteers, including managing the volunteer model and managing the volunteer compensation system.

Financial Sustainability Management Council

This council responsible for openly managing Lunik Co-op's finances including budgeting, the audit, receipts, and daily inventory and cash flow. This council is responsible for conducting their business in a transparent, open and honest manner.

Environmental/Facilities Council

The council is responsible for maintaining the physical space of the cafe and the garden and managing art within the space.

The Social Space Council

This council is responsible for events booking, group bookings, outreach and promotion, membership and upholding the Safe Space Policy in all activities in Lunik Co-op.

4.2 Powers: The Membership/Executive Council shall retain the authority to make and bottom-line decisions for Lunik Co-op. Duties and limitations of Council are outlined in Article 7 the Constitution.

6. Paid Positions: As a Co-operative with a mandate of student engagement, the Co-operative or its businesses shall normally only hire Coordinators from the student body.

7. Training: As a Co-operative with a mandate of education, the board will ensure that each of its members is given a manual, and proper training. It is expected that members of the board and council and in general will have the regular opportunity for training in at least the following: financial literacy, governance, strategic planning, and legal responsibilities. Appropriate funds for such training will be regularly budgeted for by the Treasurer as long as the allocation of such funds does not jeopardize the financial security of the Cooperative.

8. 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

9. Execution of Documents: Deeds, transfers, licences and other contracts on behalf of the Co-operative shall be signed by any two of the Chair, the Vice-Chair, the Secretary or the Treasurer, or by any person authorized by the board.

All cheques shall be signed by two signing officers who are students appointed by the Board, of whom at least one shall be the Chair, the Vice-Chair, Treasurer or Secretary.

10. Financial Year

Unless otherwise ordered by the board of directors, the fiscal year of the Cooperative shall terminate on the last day of May in each year.

11. Notice

11.1 Signatures: The signatures on any notice to be given by the Co-operative may be written, stamped, typewritten, printed, or affixed electronically.

11.2 Method of Giving: Any notice to be given (which term includes sent, delivered, or served) pursuant to the Act, the regulations under the Act, the articles, the by-laws, or otherwise to a member, shareholder, director, officer, auditor, secretary or general manager or member of a committee of the board of the Co-operative shall be sufficiently given if delivered personally to the person to whom it is to be given,

mailed to him at his latest address in the records of the Co-operative by prepaid mail, or sent to that person at his/her latest recorded fax or electronic address in the records of the Co-operative by fax or e-mail.

11.3 Deemed Receipt: A notice delivered personally shall be deemed to have been given when it is delivered to the recorded address as stated above. A mailed notice shall be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, unless there is a reasonable apprehension of a labour dispute which would interrupt mail delivery. A notice sent by means of facsimile transmission or e-mail shall, if sent during normal business without indication of failure, be deemed to have been given at the time of transmission or, if outside of such business hours, on the next following business day.

11.4 Undelivered Notices: If any notice given to a member pursuant to Paragraph 9.2 above is returned on three consecutive occasions because s/he cannot be found, the Co-operative is not required to send any further notices to such member until the member informs the Co-operative in writing of his/her new address.

9.5 Omissions and Errors: The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board, or the non-receipt

of any notice by any such person, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

11.6 Certificate of Secretary [What is the certificate?]: A certificate of the Secretary or other duly authorized officer of the Co-operative in office at the time of the mailing of the certificate, as to facts in relation to the giving of notice to any member, director or officer shall be conclusive and binding on every member, director or officer of the Co-operative as the case may be.

11.7 Waiver of Notice: Where a notice is required to be given by the Act, the regulations under the Act, the articles, the by-laws, or otherwise, the giving of the notice may be waived or the time for the notice may be waived or abridged with the consent in writing of such person, whether before or after the time prescribed.

11.8 Amendments: Neither these by-laws nor any by-laws to amend these by-laws are effective until they are passed by the directors and confirmed, with or without variation, by at least two-thirds of the votes cast at a general meeting of the members of the Co-operative duly called for that purpose.

12. Head Office: The Head Office of the Co-operative shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

The foregoing By-law Number 1 was passed by the directors of the Co-operative pursuant to the Co operative Corporations Act (Ontario) as of the ____day of *, 201*.

Name:

Name:

Title: Chair

Title: Secretary

Confirmed by at least two-thirds of the votes cast at a General Meeting of Members as of the ____ day of *, 201*.

Name:

Name:

Title: Chair

Title: Secretary