



2025

**BC CO-OP
ASSOCIATION
AGM PACKAGE**



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2025 AGM Agenda

June 4th, 2025
2 - 4 PM PST
Virtual via ZOOM

Registration Link: https://bit.ly/BCCA_2025AGM

Time	Item
2:00 pm	<ol style="list-style-type: none"> 1. Welcome from the Chair & Call to Order <ul style="list-style-type: none"> ○ Land Acknowledgement 2. Approval of the Agenda & 2024 Minutes 3. Report from the Chair 4. Operations Report <ul style="list-style-type: none"> ○ Impact Report ○ 2025-2028 Strategy 5. Finance Report & Audit <p>Motions:</p> <ul style="list-style-type: none"> ○ To receive the financial statements ○ To waive the appointment of the auditor 6. Governance Committee Report <ul style="list-style-type: none"> ○ Overview of Rule Changes <p>Motion:</p> <ul style="list-style-type: none"> ○ To approve the proposed rule changes 7. Nominations Committee Report 8. Outgoing Board Members 9. Adjournment of Formal Meeting
3:30 pm	<p>BCCA Member Spotlight:</p> <ul style="list-style-type: none"> ○ Union Co-operative Initiative (Jonny Sopotiuik) ○ Q&A
4:00 pm	Adjournment

2024 AGM Minutes

Zoom AGM Meeting Minutes

May 30th, 2024

Location: **Virtual via Zoom**

Commencement Time: **2:00pm**

Participants: Gordon Casey, Heather Pritchard, Jack Nicholson, Jane Hope, Jennifer Mark, Joanna Croissant, Joy Emmanuel, Judy L, Keith Jardine, Marty Frost, Mike C, Myriam Zbinden, Olivia Champagne, Raj Khunkhun, Reed Shard, Samantha Lee, Sean Weatherly, Maureen Young, Chrÿs Tei, Leni Normington, Rob Murray, Susanna Collins, Kevin Milsip, Robin Puga, Tara Williams, Jo Ha, Thom Armstrong, Doug Smith, Daphane Nelson, Emi Do, Marla Gagnier, Madelyn Read, Kirsten Forsch, Elzevio Del Bianco, Zoe Creighton, Michelle Cooper-Iversen, Brent Jossy, Brita Barteski, Chad Horsman, Andrea Harris, Bee Schroeder, Chris Nichols, Jarrett Hugglund, Katie Hill, Michelle Colussi, Michelle Sadler, Patrick Nangle, Richard Willems, Robert Easterrly, Tara Chernoff, Tara Molly, Taylor Hanson, Jonny Sopotiuik, Val Embree, William Lindsay, Winnie Wang, Judy Clavier, Balbir Bains, Byron Mikki, Francessca Oduza, Jesse Kerr, Jhanelle Roebbelen, Maxim Winther, Sheila Mac Pherson, Daphne Andrews

1. Welcome from the Chair – Call to Order at 2:00 PM

Chair, Michelle Cooper-Iversen, welcomed attendees to the 2024 Virtual AGM. Quorum is 10 delegates. 42 voting delegates were present. Quorum is met.

Territorial Acknowledgement

She proceeded to acknowledge the ancestral and unceded territories we live and work on. Participants joining virtually from across the province were encouraged to acknowledge the indigenous territories they reside on.

2. Approval of Agenda & 2023 AGM Minutes

MOITON Approval of the 2024 AGM Agenda as presented. Moved by Michelle Colussi. Seconded by Robin Puga. Motion carried. **Agenda approved.**

MOTION Approval of 2023 AGM Minutes as presented. Moved by Bee Schroeder. Seconded by Katie Hill. Motion carried. **Minutes approved.**

3. Report from the Board of Directors

BCCA Board Chair provided updates from the BCCA Board of Directors:

- Staff and board were thanked for their hard work

- BCCA continues to support the co-op sector and it's member's across the province
- This year the Board focused inwardly and planned for the future leadership of BCCA
- The New Executive Director, Tara Chernoff was announced

4. Operations Report and Staff Report

BCCA staff and provided operational updates. Highlights included successes such as:

- BCCA membership and member services expanded
- Education offerings were expanded and continue to see growth in member uptake of them.
- BCCA communications were revamped and social media was more of a focus
- Equity and Inclusion, internally BCCA achieved the 50-30 challenge and externally BCCA hosted community of practices, launched a digital library, co-op video series and accelerating inclusion training program
- Co-operate Now this year featured emerging co-ops and an expanded approach to include alliance members starting co-ops in their own organizations
- In Our Hands was a great success, and 2 co-ops were launched including one co-op that is now a BCCA member.
- Government Relations saw new partnerships for the co-op sector

MOTION to receive reports from BCCA Board Directors and staff. Moved by Samanth Lee. Seconded by William Lindsay. Motion carried. **Reports received.**

5. Finance Report

Patrick Nangle, Treasurer, was pleased to submit the financial statements for the year ending March 31, 2023. This was circulated in the AGM package prior to the meeting.

He presented the 2022-2023 financials and highlighted that BCCA's financials were satisfactory, with the Association demonstrating a surplus of \$25,000. Highlights included BCCA no longer paying for office space and reducing operational costs overall.

MOTION to receive the audited financial statements for the year ending March 31, 2024 as presented. Moved by Andrea Harris. Seconded by Jo Ha. The motion carried. **Financial Statements received.**

MOTION to waive the appointment of the auditor for the fiscal year ending March 2025: motion is in accordance with section 109 of the Co-operative Act. Moved by Maureen Young. Seconded by Jo Ha. The motion carried. **Auditor waived.**

6. Nominations Committee Report & Acclamations and Appointments

Susanna Collins, on behalf of Nominations Committee thanked outgoing Directors and summarized the Nominations Committee's process for recruiting new board candidates. 5 seats on the board are available

and all 5 candidates have met the qualifications of directors as identified in article 4.03 of BCCA's Rules.

Acclamations:

MOTION to elect by acclamation for a 2-year term the following candidates: Olivia Champagne (New Roots), Jack Nicholson (Otter Co-op), Samantha Lee (Realize Solutions), Jarrett Huggland (CHF BC) and Jane Hope (Modo). Moved by Jonny Sopotiuik. Seconded by Tara Williams. Motion carried. **Candidates are acclaimed to the Board for a 2-year term.**

7. Adjournment of Formal Meeting 3:24 PM

MOTION to adjourn the formal meeting of the 19th Annual General Meeting of the BC Co-operative Association for the year 2024. Moved by Kevin Milsip. Seconded by Maureen Young. The motion carried. **Meeting Adjourned.**

2024 / 2025 Impact Report

Link to Impact Report: https://bit.ly/BCCA_2025ImpactReport



2025 - 2028 Strategic Plan

Link to 3-Year Strategic Plan: <https://bit.ly/BCCAStratPlan>



COMPILED FINANCIAL INFORMATION

British Columbia Co-operative Association

March 31, 2025

COMPILATION ENGAGEMENT REPORT

To Members of **British Columbia Co-operative Association,**

On the basis of information provided by management, we have compiled the statement of financial position of British Columbia Co-operative Association as at March 31, 2025, the statements of income and net assets for the year then ended, and Note 1, which describes the basis of accounting applied in the preparation of the compiled financial information and other explanatory information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, Compilation Engagements, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.



May 22, 2025
Pace Accounting Inc.
Chartered Professional Accountants
116 - 3823 Henning Drive
Burnaby, BC V5C 6P3

British Columbia Co-operative Association
STATEMENT OF FINANCIAL POSITION

as at March 31

	2025	2024
	\$	\$
ASSETS		
CURRENT		
Cash	245,462	254,431
Accounts Receivable	1,655	75,340
Sales Taxes Recoverable	968	981
Inventory	4,461	4,658
Prepaid Expenses	3,508	1,250
	256,054	336,660
LONG-TERM		
Investment	5,000	5,000
Furniture and Equipment - Net	2,311	3,223
	263,365	344,883
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable and Accrued Liabilities	6,593	17,409
Government Remittance	7,400	7,409
Deferred Revenue	130,698	218,346
	144,691	243,165
Members' Equity		
Membership Shares	109,295	109,125
Invested in Capital Assets	2,311	3,224
Unrestricted Net Assets	7,068	(10,630)
	118,674	101,719
	263,365	344,883

On behalf of the Board:

Director:

Director:

British Columbia Co-operative Association**STATEMENT OF CHANGES IN NET ASSETS**

for the year ended March 31

			2025	2024
	Invested in	Unrestricted	Total	Total
Net Assets	Capital Assets		Total	Total
	\$	\$	\$	\$
Beginning balance	3,224	(10,630)	(7,406)	(32,355)
Net Income (Loss)		16,785	16,785	24,949
Amortization	(913)	913	-	
Purchase of Capital Assets	-	-	-	
Closing Balance	2,311	7,068	9,379	(7,406)

British Columbia Co-operative Association**STATEMENT OF OPERATIONS**

for the year ended March 31

	2025	2024
	\$	\$
REVENUE		
GRANTS:		
Provincial of B.C.	26,160	171,568
Vancity Savings Credit Union	127,582	109,008
Women's Economic Council	47,493	37,157
WES Miriam Assefa Foundation	-	98,477
	201,235	416,210
EARNED INCOME:		
Member dues	196,665	176,325
Cash Pool/Referral Fee	20,599	31,970
Sponsorship	54,251	31,085
Interest	10,692	15,330
Fees For Service	4,463	22,634
	286,670	277,344
Total Revenues	487,905	693,554
EXPENSES		
Wages and Benefits	337,051	392,409
Contracted Services	65,902	167,310
Office and Administrative	19,167	18,659
Program Costs	19,010	3,517
Bad Debt	10,195	56,617
Membership and Dues	9,425	10,813
Professional Fees	6,677	5,990
Insurance	2,780	2,780
Amortization	913	1,285
Office Rental	-	9,225
	471,120	668,605
Net Income (Loss)	16,785	24,949

British Columbia Co-operative Association

NOTES TO THE COMPILED FINANCIAL INFORMATION

March 31, 2025

Note 1 - Basis of Accounting

The basis of accounting applied in the preparation of the financial information is on the historical cost basis, reflecting cash transactions with the additions of the following:

-
- Accounts receivable less an allowance for doubtful accounts;
 - Accounts payable and accrued liabilities;
 - Prepaid expenses;
 - Inventory valued at the lower of cost and net realizable value.
 - Investments recorded at cost with interest recognized when earned;
 - Capital assets recorded at historical cost and amortized over estimated useful life;
 - Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured; and
 - Revenue from sales and fees is recognized when the goods are delivered or when the services are provided.
-

Introduction to Proposed Rule Changes

Dear BCCA Members,

This year, we are pleased to bring forward a set of proposed updates to BCCA's Memorandum of Association and Rules. These changes are intended to ensure that our foundational documents continue to reflect the evolving needs and structure of our association.

As a co-operative, it's important that our governing documents reflect our shared values and current realities. This review has been the primary focus of the Governance Committee's work over the past year. We began by reviewing and drafting proposed updates as a committee, then brought them to the full Board for discussion and approval. From there, the proposed changes were reviewed by co-operative law specialist Bill Oemichen. The legal review confirmed that the proposed updates are consistent with applicable legislation and aligned with current best practices in the co-operative sector.

Please take a moment to review the proposed new Rules, along with the summary document that highlights the major changes. The current Rules are also included in this package for comparison. Several changes are particularly substantial, and we want to provide a bit more context for those here:

Number of Votes per Member

The current rules include a complicated formula allocating different numbers of votes to members based on their size and dues paid. This approach is inconsistent with the Co-operative Principle of Democratic Member Control, which emphasizes "one member, one vote."

The proposed rules restore equal voting rights for all co-operative members, simplifying our process and better reflecting our values.

The Association currently has three classes of voting members:

- **Class A** – general co-ops incorporated as co-operatives
- **Class B** – non-co-op entities
- **Class C** – sustaining members (very large co-operatives)

Under the proposed rules, Class B members would no longer have voting rights. If a Class B member later incorporates as a co-op, they would become a Class A member and gain a vote. This change ensures that control of the Association remains in the hands of co-ops in British Columbia.

Number of Directors and Length of Terms

Previously, the number of open seats on the Board each year was determined by the Board itself prior to the nominations period. In some years, this corresponded with expiring terms; in others, it was based on anticipated interest from candidates. While flexible, this approach was complex and left room for governance challenges, including limited democratic renewal.

The proposed rules would establish a fixed number of up to 13 directors, consisting of nine elected Class A Directors and four appointed Class C directors, with three Class A Director seats up for election each year. This improves clarity, supports democratic consistency, and balances renewal with continuity.

How Elections of Directors Would Work

Currently, the Board may present a slate of candidates for acclamation. Under the proposed rules, each candidate would be voted on individually, allowing members to affirm (or not) each nominee. This strengthens representation by ensuring each Director is directly elected by members.

How Annual Dues Are Determined

The new rules clarify that the Board will set the minimum annual dues. However, any increase of more than 10% in a single year would require approval from the general membership at an annual general meeting (AGM). This approach ensures transparency and oversight while preserving the Association's ability to remain financially sustainable.

Thank you for taking the time to engage with these important governance updates.

If you have questions about the proposed changes, please join the Governance Committee on **May 28 at 12 pm** for a member discussion. This will be your opportunity to ask questions and share feedback ahead of the vote at the Annual General Meeting.

In co-operation,

Susanna Collins,

BCCA Governance Committee Chair and Board Vice Chair



Summary of Key Rules Changes

MEMORANDUM OF ASSOCIATION & RULES UPDATE REPORT British Columbia Co-operative Association (BCCA)

1. Summary of Key Changes

A. Memorandum of Association (MOA) Changes

1. Clarification of Purpose

- o The purpose statement has been revised for greater clarity in aligning with BCCA's mission.
-

B. Rules of the Association Changes

Article 1 – General

1. Definitions:

- o Added definitions of *Director-at-large* and *Sustaining Member Director*.
- o Refined the definition of “National Association”.
- o Added definition for “*run-off vote*”

Article 2 – Members

1. Member Dues

- o Changed rules so that minimum member dues will be set by the board.
- o Introduced a requirement that any **dues increase over 10% in a given year** must be approved by the general membership at an AGM.

2. Dues Arrears

- o Updated rules to reflect that a member in arrears is ineligible to vote, and their representative on the Board will be suspended from duties until dues are paid.

3. Withdrawal of Members

- o Added a clarification that when a member withdraws from the Association, their annual dues will not be returned.

Article 3 – Meetings of Members

1. Quorum Requirements

- o Clarified that quorum is **10% of Class A and Class C Members** who are not in arrears at the time of the meeting notice.

2. Voting Rights

- o Modified so that *Class B Members* have no voting rights and *Class C Members* have the same voting rights as *Class A Members*.
- o Changed so that no matter the class of membership, each member will be allowed one delegate and one vote.

3. Electronic Voting

- o Added provision that **electronic voting** may occur before the commencement of the AGM at the discretion of the Board, provided the process is secure and transparent .

4. Meetings of Members

- o Added allowance for the Board Chair to appoint someone else to chair a meeting of members.

5. Annual Meeting of Members

- o Updated the order of business at the AGM

Article 4 – Board of Directors

1. Board Composition & Election Process

- o Confirm that the board will consist of at least 9 but no more than 13 people elected or appointed according to these rules.
- o Increased terms to three years from the current 2. With a maximum of 4 consecutive terms.
- o Set a fixed number of three board seats for election at each AGM.
- o Removal of National Director and Class B member eligibility.
- o Included disqualification of Director due to withdrawal from the Association by their member-association.

- o Expanded *Sustaining Member Director* appointment process to ensure fairness when there are more than four Class C Members.
- o Changed number of terms a Director can serve from five to four, plus any years that they served as appointees to fill a vacant seat.
- o Updated number of Sustaining Member Seats to “up to four”, and included election provision for the existence of more than four Class C members.
- o Added a maximum 14 year limit for individuals serving as Sustaining Member Directors.
- o Added that the Nominating Committee shall call for nominations no less than 90 days ahead of the AGM, and updated that the timeframe for accepting nominations is at the discretion of the committee.
- o Clarified that the candidates who receive the highest number of votes shall be declared elected, added provisions for a run-off vote.
- o Removed the provision for acclimation of a slate of candidates in favor of affirming candidates individually.

2. Board Meeting Procedures

- o Allowed for meetings to be held remotely, provided all participants can communicate effectively.

3. Director Removal for Conduct

- o Introduced a provision allowing the Board to remove a Director for misconduct or actions deemed harmful to the association.

4. Duties of Directors

- Added a section explicitly outlining the duties of Board members.

Article 5 – Officers

1. Clarification of Officer Roles

- Replaced the roles of President and Vice-President with Chair and Vice-Chair respectively.

Article 6 - Updated “Interest on Unpaid Calls” to “Unpaid Calls”

1. Clarified according to our system of initial investment plus annual dues
2. Removed provision for interest on unpaid calls

3. Added removal of voting rights until dues are paid

Article 9 – Notices and Service of Documents

1. **Modernized Communication Methods**

- Allowed for digital notices and communications in line with current technology standards.

Article 10 – Corporate Seal & Execution of Documents

1. No Changes.

Article 11 - Amendments to Rules

1. Added a provision allowing the Board to update the Rules without a member-vote for grammatical or administrative reasons without a member vote, provided that the changes do not impinge on the rights of any member.

Article 12 - Distribution on Dissolution or Winding Up

1. No Changes

Draft of Proposed BCCA Rules



MEMORANDUM OF ASSOCIATION BRITISH COLUMBIA CO-OPERATIVE ASSOCIATION

1. Full Name of Association

British Columbia Co-operative Association

2. Purpose of Association

The purpose of the BC Co-operative Association is to unite and empower co-operatives to thrive in British Columbia.

3. Restrictions on Powers

- (a) No part of the income of the Association may be paid to or otherwise available for the benefit of any Member of the Association.
- (b) No part of the assets or property of the Association may be paid or distributed to the Members of the Association during the existence of the Association or upon winding up or dissolution,
- (c) No dividend or interest may be paid on membership shares.

4. Authorized Share Capital

The Association is permitted to issue unlimited membership shares with a par value of \$10.

5. Limited Liability

The liability of a member or investment shareholder of the Association is limited in accordance with the Cooperative Association Act.

6. Dissolution or Winding Up

Section 196(1) of the Cooperative Association Act applies to the Association. This provision may not be altered.

7. Community Services Co-operative



The Association is a Community Services Co-operative. Section 178.1 of the Cooperative Association Act also applies to the Association.

For the purposes of Part 6 of this Memorandum, on dissolution, property must be transferred to or distributed among one or more of the following organizations:

- (a) a community service cooperative;
- (b) a charitable organization registered under the *Income Tax Act* (Canada)

This provision may not be altered



**RULES OF THE ASSOCIATION
REVISED MONTH YEAR**

ARTICLE 1 – GENERAL

1.01 Definitions

In these Rules:

- (a) "Act" means the Cooperative Association Act of British Columbia from time to time in force and as amended,
- (b) "Association" means British Columbia Co-operative Association,
- (c) "Board of Directors" means the Board of Directors of the Association, and "Board" has the same meaning,
- (d) "Delegate" means a person elected or appointed by a Member to represent it at Meetings of the Association,
- (e) "Director" means a person elected or appointed under these Rules to serve on the Board. Includes both "Director-at-Large" and "Sustaining Member Director."
 - i. "Director-at-Large" means a Director elected or appointed from Class A members
 - ii. "Sustaining Member Director" means a Director appointed by a Class C



member.

- (f) "Dues" means the annual payment or contribution by the Member to the Association,
- (g) "Meeting" means a general meeting or special meeting of the Members duly held under the Rules of the Association,
- (h) "Member" means an entity that is a member of the Association,
- (i) "Memorandum" means the Association's Memorandum of Association and all amendments, additions, deletions, or replacements from time to time in force,
- (j) "National Association" means either Co-ops and Mutuels Canada, or the Co-operative Development Fund, a registered charitable organization, or the Co-operative Investment Fund supported by Co-ops and Mutuels Canada, or any other national co-operative association as designated by the Directors, as the context may require.
- (k) "Rules" means these Rules and all amendments, additions, deletions, or replacements from time to time in force.
- (l) "Run-off Vote" means a second-round election held when no candidate or option secures the required majority in the initial vote. Run-off voting is used to determine a clear winner by eliminating the candidate(s) with the lowest vote after each round of voting until a candidate is selected by a majority of votes.

1.02 Application of Definitions

Subject to Rule 1.01, words and expressions defined in the Act as they read on the date these

Rules come into force apply to these Rules, with the necessary changes. If there is a conflict or inconsistency between the Act and these Rules, the Act governs.

ARTICLE 2 – MEMBERS

2.01 Members

The Members of the Association are those eligible organizations which have been admitted as Members by the Board under these Rules and who have not withdrawn from

membership or been terminated.

2.02 Admission of Members

The Board may admit as Members organizations which:

- (a) apply for membership in the manner approved by the Board,
- (b) subscribe for the required number of membership shares (which shall not be less than one),
- (c) make any required payment for membership shares, as set by the Board from time to time, and
- (d) in the opinion of the Board, qualify for membership under one of the classes listed in these Rules.

The required annual subscription for member shares will be determined by the Board.

2.03 Qualifications of Members

The Directors, or a person authorized by the Directors to approve applications for membership, may approve or refuse an application for membership based upon the eligibility criteria below and in accordance with the Co-op Act, and may postpone consideration of an application for membership. The Board may admit organizations into membership under the classes below:

- (a) Class A Members, being co-operatives or credit unions incorporated in British Columbia or elsewhere, and carrying on business activities or operations in British Columbia,
- (b) Class B Members, being eligible organizations carrying on business activities or operations in British Columbia that share a commitment to advancing the cooperative form of business and do not qualify for membership in Class A.

(c) Class C, or Sustaining Members, being organizations otherwise eligible to be Class A members, who have agreed to contribute dues and purchase shares in the amount set for Sustaining Members as determined by the members.

2.04 Member Dues

Member dues will be set by the Board and reviewed as needed. Notwithstanding this provision, any increase of more than 10% in a given year must be approved by the

general membership at an AGM.

2.05 Dues Arrears

Any member whose dues are in arrears will not be eligible to vote at the AGM. In addition, if the member is represented by a director on the Board, the director's voting rights on the Board shall be suspended until the unpaid dues are paid." Including the suspension language will make this provision consistent with Section 6.10.

2.06 Termination of Membership

The Board may terminate the membership of a Member on the grounds and according to the procedures set out in the Act.

2.07 Withdrawal from Membership

A Member may withdraw from membership by giving written notice to the Association. The notice is effective on the date given in the notice, or when it is received, if the notice gives no date. Notice to the Association of the bankruptcy, liquidation or dissolution of a Member has the same effect as a notice of intention to withdraw. In the event of the withdrawal of a member, annual dues paid by that member will not be returned.

ARTICLE 3 – MEETINGS OF MEMBERS

3.01 Members Meetings

- (a) Class A Members have one vote each.
- (b) Class B Members have no vote.
- (c) Class C Members have the same vote as if they were a Class A member.
- (d) A Member wishing to vote at a Meeting of the Members must appoint a Delegate who is on their staff or board, and no Member can vote except by its Delegate(s) or Alternate(s).
- (e) An Alternate may act in a Delegate's place at a Meeting of Members in the absence of the Delegate or at the Delegate's written request.
- (f) No person can be a Delegate or Alternate for more than one Member.
- (g) Each Member must provide the Association with the name and address of its Delegate, and of its Alternate, if any, in writing, in the manner required by the Association and prior to the commencement of the meeting which the Delegate(s)

and Alternate(s) are to attend, failing which the Delegate or Alternate may not be allowed to vote on behalf of the Member.

(h) The quorum for Meetings is 10% of the Class A and Class C Members whose Dues are not in arrears on the date that notice of the Meeting is given. Business can be conducted at a Meeting as long as there is a quorum.

(i) Voting by proxy is not allowed.

(j) Voting shall be accomplished through methods and means established by the Board and may include in-person, electronic transmission, and/or mail. Notice of the vote shall be posted in a conspicuous place at the Association and on its website and shall be delivered not less than 10 days prior to the end of the Voting Period.

Voting Periods shall be established by the Board as long as they fall within the Rules under the Act.

(k) Except where the Rules or the Act require a Special Resolution, any question coming before a Meeting will be decided by a resolution passed by a simple majority of the votes cast on the Resolution. In the event of a tie vote, the chair will not have a deciding or casting vote, and the proposed Resolution will fail.

(l) Meetings of Members will be chaired by the Board Chair or any person appointed by the Chair. A person appointed by the Board Chair to chair a meeting may be but is not required to be, a Delegate or a member of a Member.

3.02 Annual General Meeting of Members

(a) An Annual General Meeting of the Members must be held each calendar year before the last day of July.

(b) The order of business at annual general meetings, to the extent appropriate in the circumstances, must be as follows:

(i) meeting to be called to order;

(ii) notice convening meeting to be read;

(iii) minutes of preceding annual general meeting to be read and adopted or amended and adopted as required;

(iv) business arising out of minutes to be considered;

(v) reports of standing and special committees to be read;

(vi) financial statement to be placed before the meeting;

- (vii) reports of directors and auditors to be read;
- (viii) election of directors and appointment of auditors;
- (ix) special business to be considered;
- (x) unfinished business to be considered;
- (xi) new business to be considered.

(c) The business of the Annual General Meeting will be conducted in the order approved by the Members at the Annual General Meeting.

3.03 Other Meetings

The Directors may call a Meeting of Members and must call a special Meeting of Members when requisitioned to do so in accordance with the Act.

3.04 Notice of Meetings

- (a) Notice of the Annual General Meeting must be sent to each Member not less than 21 days before the Meeting.
- (b) Notice of any other Meeting of Members must be sent to each Member not less than 14 days before the Meeting

ARTICLE 4 – BOARD OF DIRECTORS

4.01 Number of Directors

The Board consists of at least 9 and not more than 13 people elected or appointed as set out in these Rules, including a number of Sustaining-Member Directors appointed by Class C members as described in these rules.

4.02 Qualifications of Directors

- (a) At the time of their election and during their term of office, all Directors must be 18 years of age or older, ordinarily resident in British Columbia, and
 - (i) a member or Delegate of a Class A Member whose Dues are not in arrears, or
 - (ii) a member or Delegate of a Class B Member whose Dues are not in arrears, or
 - (iii) a Delegate of a Class C Member whose Dues are not in arrears.
- (b) No person can be or remain a Director who:
 - (i) has been found by a court to be of unsound mind,
 - (ii) has the status of an undischarged bankrupt,

- (iii) fails to meet or maintain any other qualification specified in the Act or in these Rules, or
- (iv) ceases to be eligible due to the entity they represent on the Board withdrawing from membership in the Association for any reason.

4.03 Directors-at-large

Nine directors are to be elected as Directors-at-large by delegates at an Annual Meeting, or appointed by the Board to fill a vacancy.

4.04 Term of Office of Directors-at-large

Directors-at-large serve for a three -year term, beginning at the end of the Annual Meeting when the Director-at-large takes office and ending at the close of the third Annual Meeting after that. When a Director-at-large is elected to fill a vacancy during a term, the Director will serve the balance of that term.

4.05 Rotation of Directors-at-large

- (a) At each Annual General Meeting, three Directors-at-large must each be elected for a term of three years.
- (b) Where there are no candidates for an office, the position is a vacancy and falls under article 4.11.

4.06 Term Limits for Directors-at-large

Directors-at-large may serve a maximum of four full three-year terms, plus any number of years where they served the remainder of a vacancy term to a maximum of 14 years.

4.07 Sustaining Member Directors

In addition to the elected Directors-at-large, and in accordance with Rule 4.02(a), each Class C member may appoint one of its delegates as a Director for a one-year term beginning at the close of the Annual Meeting when the Director is appointed and ending at the close of the following Annual Meeting, with a maximum of 4 Directors appointed under this Rule. Should there be more than 4 Class C members, the Class C members shall elect the Directors from amongst their Delegates in a manner prescribed by the Board Chair.

4.08 Term Limits for Sustaining Member Directors

Sustaining Member Directors serve at the discretion of the Class C Member who appoints them up to a maximum of 14 years.

4.09 Nominations Committee

Before each Annual General Meeting, the Board will appoint two or more people who are not seeking election to the Board to serve as a nominating committee. The Nominations Committee will seek candidates who are competent, qualified, and willing to stand for election to the Board and who reflect the diversity of co-operatives and credit unions in British Columbia. The Nominations Committee will carry out its duties so as to give the Delegates as broad a choice of representation as possible.

4.10 Rules for Annual General Meeting Elections

The Nominations Committee will oversee all elections at Annual General Meetings. The Committee shall call for nominations from members no later than 90 days prior to the Annual General Meeting, with all nominations to be received by the Committee within the timeframe determined by the Nominating Committee. At the Annual General Meeting, the Committee shall announce the number of vacancies on the Board, their terms, and shall nominate all eligible candidates whose nominations were received within the nominations window. Elections will be by secret ballot. The Nominations Committee will count the ballots. Candidates receiving a majority of votes for the available positions will be declared elected.

In an election of directors, the chair must declare as elected the candidates who received the highest number of valid votes up to the number of directors to be elected. In the event of a tie between two or more candidates, the winner will be determined by a run-off vote. If the run-off vote results in a tie, the winner will be determined by lot.

Where the number of candidates for office is less than or equal to the number of vacancies, the candidate(s) and members will still vote on individual candidates, with only those candidates who receive a majority of yes votes being elected.

4.11 Vacation of Office

- (a) The office of a Director is vacated when the Director:
- (i) no longer qualifies for office under Rule 4.02 or the Act,
 - (ii) has been absent without notice from three consecutive regular Board meetings, in which case the office is vacated when the Board passes a resolution taking notice of the absences,
 - (iii) resigns by written notice,
 - (iv) is removed from office by a Special Resolution passed at a Meeting of Members held under the Act, or
 - (v) dies.
- (b) Provided a quorum of Directors remains in office, the Board may fill any vacancy in the Board from among persons qualified to be Directors of the Association, but a Director so appointed only holds office until the close of the next Annual General Meeting. At that time, the members must elect an individual to serve for the remainder of the original term.

4.12 Removal of Directors

A Director may be removed by the decision of 2/3 of the remaining Directors for conduct contrary to the Association, behavior that creates a significant risk of reputational harm to the association, failure to follow Board policies, or an inability or refusal to perform the Director's duties and responsibilities. If at any time a Director's organization ceases to be a Member of the Association, the Director will automatically be removed from the Board.

4.13 Powers of the Board

- (a) The Board will manage or supervise the management of the business of the Association. The Board may exercise all the powers of the Association that the Act or these Rules do not require the Members to exercise. As permitted by the Act, the Board may delegate any of its powers by Resolution to a committee of Directors.
- (b) To the extent permitted by the Act, and where not prohibited by the Rules or by Resolutions passed by the Members, the Board may
 - (i) borrow money on the credit of the Association,
 - (ii) issue, sell or pledge securities of the Association,
 - (iii) give guarantees,
 - (iv) use the property of the Association as security for a loan or repayment of a debt,
 - (v) invest the funds of the Association in the manner it considers appropriate, and
 - (vi) delegate the powers referred to in (i) through (v) by Resolution to any Director of the Association as the Board sees fit.

4.14 Duties of Directors

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

4.15 Insurance for Directors and Officers

- (a) The Association will purchase and maintain Directors and Officers insurance for any individual referred to in this Rule.

4.16 Time and Place of Board Meetings

Meetings of the Board may be held anywhere in British Columbia at any time the Board decides. The Board may hold meetings in any manner determined by the Chairperson as long as all persons participating in the meeting can communicate

adequately with each other during the meeting.

4.17 Notice of Board Meetings

Board meeting notices will be sent by email or in writing at least five days before the meeting. The Board can pass a resolution to change this timing if needed. Directors can also unanimously agree in writing to waive the notice requirement.

4.18 Quorum for Board Meetings

The quorum to commence a Board meeting and to conduct business at that meeting is a majority of the Directors.

ARTICLE 5 - OFFICERS

5.01 Appointment, Removal, and Powers

The officers of the Association are the Chairperson, Vice-Chairperson, Treasurer, Secretary, and Executive Director. These officers are appointed by the Board from among the Directors, except the Executive Director, who is hired by the Board. The Board may remove any officer from office by any procedure the Board decides that is not inconsistent with the Act or other applicable statute. The Board may appoint other officers as it determines necessary. Subject to the Act, the Board may specify the powers of the officers appointed, and may vary, add to, or limit the powers of any officer.

5.02 Duties of Chairperson

The Chairperson will perform the duties, exercise the powers of the Chairperson, and perform any other duties that the Board assigns to the Chairperson.

5.03 Duties of Vice-Chairperson

The Vice-Chairperson will assist the Chairperson in the exercise of the Chairperson's duties and will perform any other tasks delegated to the Vice-Chairperson by the Chairperson or the Board. The Vice-Chairperson will perform the duties and exercise the powers of the Chairperson in the absence, disability, or refusal to act of the Chairperson.

5.04 Duties of Treasurer

The Treasurer will ensure that proper arrangements have been made for the management of the financial affairs of the Association. The Treasurer will report to the Board and Members on the Association's finances and perform other duties assigned by the Board.

5.05 Duties of Secretary

The secretary shall record the minutes of board meetings and execute any official documents of the association as may be required from time-to-time.

5.06 Duties of Executive Director

The Executive Director has the authority and responsibility to lead the Association and will perform the duties as assigned by the Board.

In addition, the Executive Director will ensure that:

- (a) required notices of Board meetings and Members Meetings, and all other legally required notices are given,
- (b) the corporate records of the Association are properly kept,
- (c) notices and other documents are filed with governments as required.

ARTICLE 6 – SHARES

6.01 Payment for Shares

The Board will set an initial fair-share investment fee for each Membership share. This investment is to be wholly separate from the annual dues owed by members (which are not refundable). No part of the funds of the Association shall be employed in liens upon the security of its shares.

6.03 Redemption and Transfer of Shares

- (a) The Association may, by a resolution of the Directors, redeem any of its shares at the price, not to exceed the amount paid up on the shares, and on the terms specified by the resolution, and the Association may reissue its shares.
- (b) Shares are non-transferable.

6.04 Redemption of Shares on Cessation of Membership

- (a) Subject to these Rules and the Act, and provided no liens exist which the Association may have against such shares, the Association may, at the discretion of the Board, redeem the membership shares of an organization that withdraws from membership, whose membership is terminated, or whose membership ceases for any reason.
- (b) The amount paid on redemption of a membership share must not exceed the amount paid up on the share.
- (c) The Directors may defer redemption of membership shares for a period not exceeding three years from the date that membership ceases. If redemption is not made within 90 days from the date that membership ceases, interest shall be paid on the redemption amount at a rate, if any, to be determined by the

Directors, not to exceed 8 per cent per annum, calculated annually not in advance from the date that membership ceases to the date when payment is made.

6.05 Share Certificates

The Association will not issue membership share certificates.

6.06 No Interest on Membership Shares

No dividend or interest will be paid on membership shares.

6.07 No Distribution of Income or Assets to Members

- (a) Save as provided in the Memorandum, in this Rule and in the Act:
 - (i) No part of the income of the Association may be paid to or otherwise available for the benefit of any Member of the Association,
 - (ii) No part of the assets or property of the Association may be paid or distributed to the Members of the Association during the existence of the Association or upon winding up or dissolution,
- (b) The Association, upon a Member ceasing to be a Member of the Association, may, if approved by the board, redeem the Member's membership shares by paying to that Member an amount not to exceed the initial investment amount paid on account of shares of the Association.
- (c) The Association may distribute surplus of the Association by way of an adjustment or reduction of fees so long as the distribution is made to all in the same proportion as fees were paid.
- (d) Nothing in this Rule shall prohibit the Association from paying any bona fide indebtedness and interest thereon to any Member.
 - (i) No payment made by the Association to a Member by way of payment of any indebtedness or otherwise shall be made by way of issue of shares of the Association to the Member,
 - (ii) No payment by a Member to the Association by way of fees or for services shall be credited in whole or in part on account of the purchase of shares of the Association.
- (f) Nothing in this Rule shall prohibit a payment on dissolution or winding up in accordance with the Memorandum.

6.10 Unpaid Calls

If a call for annual dues is not paid on or before the date set for payment, the Member

from whom the money is due will be considered inactive and will not be permitted a member vote, and if they have a representative on the Board, that Director will be suspended until the dues are paid.

ARTICLE 7 – FINANCIAL YEAR

7.01 Financial Year

The financial year of the Association will begin on April 1 and end on March 31 of the following year.

ARTICLE 8 – AUDITORS

8.01 Appointment of Auditor

At each Annual General Meeting the Members may, subject to the Act, waive the appointment of an Auditor by a special resolution of the members, or appoint an auditor to audit the accounts of the Association. If an auditor is appointed, the auditor will hold office until the close of the next Annual Meeting. The Board may fill any vacancy in the office of the auditor that occurs between Annual Meetings, subject to the provisions of the Act.

ARTICLE 9 - NOTICES AND SERVICE OF DOCUMENTS

9.01 Notice to Directors, Members and Others

Unless otherwise specified in the Act or these Rules, any notice or other document required to be served on or given to a Director, Member or any other person must be in writing and is sufficiently served or given if it is:

- (a) delivered personally,
- (b) delivered to the last known address of the intended recipient, as recorded in the Association's register of Members or other record of the Association,
- (c) mailed by prepaid mail to the intended recipient's last known address, as recorded in the Association's register of Members or other record of the Association, or
- (d) sent to the intended recipient by facsimile transmission to a telephone number provided by the intended recipient for that purpose,
- (e) sent via electronic mail to the address provided by the recipient, or typically used for correspondence between the member and the Association.

9.02 Notice to Association

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

- (a) delivered to the registered office of the Association,
- (b) mailed by prepaid mail to the registered office of the Association,
- (c) sent by facsimile transmission to a telephone number provided by the Association for that purpose,
- (d) sent via electronic mail to the address provided by the recipient, or typically used for correspondence between the member and the Association, or,
- (e) served in accordance with the Act.

ARTICLE 10 – CORPORATE SEAL AND EXECUTION OF DOCUMENTS

10.01 Use and Custody of Corporate Seal

The Directors may provide a seal for the Association and may determine its form, and the Directors must cause the seal to be stored in a safe place at the registered office of the Association.

10.02 Execution of Documents

- (a) The impression of the seal on any document or instrument must be attested by the signature(s) of one or more Directors, officers, or other persons as determined by resolution of the Directors.
- (b) Documents and other instruments may be executed by the Directors, officers, or other persons authorized by resolution of the Directors without the impression of the seal.

ARTICLE 11 – AMENDMENTS TO RULES

11.01 Amendments to Rules

Rules can be made, amended or repealed by Special Resolution passed at a Meeting called for that purpose or at any Annual General Meeting of the Association.

11.02 Amendments to Rules

The Board may, in its sole discretion, amend these Bylaws to make revisions of a typographical, grammatical, clerical or administrative nature; provided that no such revision may be made that would substantially affect or impair the rights of any Member without a Member vote.

ARTICLE 12 – DISTRIBUTION ON DISSOLUTION OR WINDING UP

12 Distribution on Dissolution or Winding Up

Subject to the Act and the Memorandum, on the dissolution or winding up of the Association, its property, after satisfaction of its liabilities, costs, charges, and expenses properly incurred in the dissolution or winding up, shall be transferred to or distributed among one or more other organizations each of which is either

(a) a community services co-operative incorporated under the laws of British Columbia or of Canada, whose purposes include purposes that are similar or complementary to those of the Association or

(b) a charitable organization registered under the Income Tax Act (Canada),

as the Board may decide by resolution. Any property transferred must be used in British Columbia to support co-operatives. This includes educating people about co-ops; encouraging, promoting, and developing co-operative projects; and providing services—through loans, guarantees, grants, or donations—to co-ops that help low-income individuals, seniors, the disadvantaged, or those with special needs.

Old Rules (for Reference)

Link to Old Rules: <https://bit.ly/3SX9Y64>

Acclaimed Board Candidates



**MAUREEN
YOUNG**
COAST CAPITAL

BIO

As Coast Capital's VP of Social Purpose, I lead the development, implementation and integration of Coast Capital's long-term social purpose impact plan across company operations. I also oversee Coast Capital's sustainability initiatives, including its net zero commitments, B Corp certification, and community investment program, which sees 10% of Coast Capital's budgeted bottom line reinvested into the community. In addition to joining the BCCA board member in 2023, I am a co-founder of the Canadian Purpose Economy Project and a board member of the Victoria Forum. I live in Victoria and have been a proud employee of Coast Capital since 2002.

CANDIDATE STATEMENT

I'm honoured to be a candidate for the board at BCCA. I joined the board in June 2023 and have been privileged to chair BCCA's HR Committee, playing a key role in the recruitment of our new Executive Director, Tara Chernoff, and to contribute to BCCA's new, bold strategic plan.

I am very passionate about the opportunity for co-ops in BC and Canada as I believe the co-op model provides a meaningful, values-based approach we need to create a better future for Canadians, and I have no doubt that BCCA will play a key role in growing the co-op sector in the years to come.

If elected, my primary goal is to provide continued support to our Executive Director in executing our new strategic plan, which I believe will be instrumental in charting a new course for BCCA as a values-based choice for the new economy. I bring strengths in strategic planning and execution; relationship building, and change management.



SUSANNA COLLINS

GIA CONSULTING CO-OPERATIVE

BIO

Susanna is a Founder and Principal Consultant at GIA Consulting Co-operative, a firm focused on strengthening co-operatives through strategic management, marketing, and member engagement. With over 20 years of experience, Susanna helps co-operatives develop strategic plans, engage members, and create marketing strategies that align with cooperative values. Since founding GIA in 2021, she has supported numerous co-operatives in achieving long-term sustainability and growth.

Prior to GIA, Susanna served as the Marketing Director at Central Co-op in the Greater Seattle Area, where she led the marketing team, including community outreach and member engagement. She developed strategic plans, oversaw public relations, and promoted co-operative principles throughout the organization. Susanna also worked as the Marketing Manager at green building retailer Green Depot, where she managed national marketing efforts, e-commerce strategies, and high-profile media relations, helping to increase brand awareness.

Susanna holds a Masters of Management for Co-ops and Credit Unions. She is passionate about promoting co-operative principles and continues to advocate for sustainable business practices through her consulting work.

CANDIDATE STATEMENT

I am deeply committed to the work of the BCCA and would be honoured to continue serving on the Board of Directors. Over the past two years, I've had the privilege of serving as Vice Chair of the Board and Chair of the Governance Committee. In that time, I have helped lead the organization through a major leadership transition and supported a successful Rules Change process, contributing to the long-term stability and clarity of BCCA's governance.

I bring to the Board both practical and academic experience in the co-operative sector. I hold a Master of Management for Co-operatives and Credit Unions from Saint Mary's University, where I deepened my understanding of co-operative governance, impact, and sector development. I am currently working as a consultant with GIA Co-operative, supporting co-ops in areas like strategic planning, leadership development, and organizational health.

My approach to governance is values- and experience-driven, collaborative, and rooted in the belief that co-operatives are essential to resilient communities. I see the BCCA as a vital network that can amplify the voice of co-operatives in British Columbia and beyond, and I would welcome the opportunity to continue contributing to its strategic direction and strong governance.



PRITI TAHILRAMANI

VANCITY

BIO

Priti is a seasoned cooperative leader and the Regional Manager of Wealth Solutions at Vancity Credit Union, where she brings more than 20 years of progressive experience in financial services, team leadership, and strategic execution. Over the course of her career, she has held a variety of roles spanning from wealth planning, portfolio management, and strategy development and execution. In her current role, she leads a high-performing regional team, drives multi-year strategic initiatives, and collaborates closely with senior leaders to align business goals with member impact and community well-being.

A strong believer in the power of the co-operative model to advance equity, sustainability, and economic inclusion, Priti recently completed her Master of Management for Co-operatives and Credit Unions (MMCCU) at St. Mary's University. This advance degree has further sharpened her understanding of co-operative governance, member engagement, and systems-level change, equipping her with both the academic grounding and practical experience to contribute meaningfully to the sector at large.

At Vancity, Priti is also a vocal advocate for inclusive leadership and anti-racism. She serves as the co-chair of the Racial Equity Employee Resource Group, where she facilitates dialogue, and works to embed equity into organizational culture. Her leadership in this space has positioned her as a trusted voice on equity, and diversity within the credit union.

Outside of the professional work, she is an active community contributor, serving on the Surrey Local Immigration Partnership. Her approach is grounded in collaboration, empathy, and a deep belief in the collective power of co-operatives to build resilient, connected communities.

With a blend of operational expertise, and lived experience, Priti brings to the BCCA Board a strong commitment to advancing the co-operative movement in BC, and a passion for helping co-ops of all kinds thrive in a rapidly changing world.

CANDIDATE STATEMENT

I am excited to join the Board of Directors of the BC Co-operative Association (BCCA). With over two decades of experience in the credit union sector and a deep commitment to co-operative values, I bring a strong blend of strategic leadership, operational expertise, and community engagement to this role.

As Regional Manager of Wealth Solutions at Vancity Credit Union, I lead a dynamic team and collaborate across the organization to deliver member-focused financial strategies rooted in inclusion, sustainability, and impact. I recently completed my Master of Management for Co-operatives and Credit Unions (MMCCU), which strengthened my understanding of co-operative governance, economic democracy, and systems thinking – skills I'm eager to contribute to BCCA's important work.

In addition to my professional experience, I serve as co-chair of Vancity's Racial Equity Employee Resource group and volunteer with the Surrey Local Immigration Partnership. These roles reflect my dedication to equity, reconciliation, and building thriving, connected communities.

I am passionate about the potential of the co-operative model to drive systemic change and deliver community-based solutions. As a BCCA Director, I would bring a collaborative, equity-focused lens to support the sector's growth, advocate for our shared values and help ensure that co-operatives continue to thrive across British Columbia.

Acknowledgements

We gratefully acknowledge the individuals who made this Annual General Meeting possible:

- **BCCA Members.** For your continued support, participation, and commitment to the co-operative movement in BC.
- **Board of Directors.** For your leadership, vision, and stewardship throughout the year.
- **BCCA Staff Team.** For your dedication and hard work in organizing the AGM and supporting BCCA's mission every day.
- **Guest Speakers and Presenters.** For generously sharing your time, knowledge, and insights with our community.
- **Sponsors and Partners.** For your support of BCCA and our programs, including those contributing to this year's AGM and the 2025 BC Co-op Tour.
- **Host Nations.** We respectfully acknowledge that our work takes place on the unceded, traditional territories of Indigenous peoples across British Columbia. We are committed to advancing reconciliation and deepening our understanding of Indigenous principles of cooperation.

We are deeply grateful for the collective energy, care, and commitment that continue to drive our shared work forward.

Contact

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