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

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1. Summary of Key Changes

A. Memorandum of Association (MOA) Changes

1. **Clarification of Purpose**
    - 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:**
    - Added definitions of *Director-at-large* and *Sustaining Member Director*.
    - Refined the definition of "National Association".
    - Added definition for *"run-off vote"*

Article 2 – Members

1. **Member Dues**
    - Changed rules so that minimum member dues will be set by the board.
    - 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**
    - 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**
    - 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**
    - 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**
    - Modified so that *Class B Members* have no voting rights and *Class C Members* have the same voting rights as *Class A Members*.
    - Changed so that no matter the class of membership, each member will be allowed one delegate and one vote.
3. **Electronic Voting**
    - 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**
    - Added allowance for the Board Chair to appoint someone else to chair a meeting of members.
5. **Annual Meeting of Members**
    - Updated the order of business at the AGM

Article 4 – Board of Directors

1. **Board Composition & Election Process**
    - Confirm that the board will consist of at least 9 but no more than 13 people elected or appointed according to these rules.
    - Increased terms to three years from the current 2. With a maximum of 4 consecutive terms.
    - Set a fixed number of three board seats for election at each AGM.
    - Removal of National Director and Class B member eligibility.
    - Included disqualification of Director due to withdrawal from the Association by their member-association.
    - Expanded *Sustaining Member Director* appointment process to ensure fairness when there are more than three Class C Members.
    - 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.
    - Updated number of Sustaining Member Seats to “up to four”, and included election provision for the existence of more than four Class C members.
    - Added a maximum 14 year limit for individuals serving as Sustaining Member Directors.

- 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.
- Clarified that the candidates who receive the highest number of votes shall be declared elected, added provisions for a run-off vote.
- Removed the provision for acclimation of a slate of candidates in favor of affirming candidates individually.

2. **Board Meeting Procedures**
    - Allowed for meetings to be held remotely, provided all participants can communicate effectively.
3. **Director Removal for Conduct**
    - 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