



BRITISH  
COLUMBIA

*Business Corporations Act and  
Cooperative Association Act*

COOPERATIVE ASSOCIATION  
REGULATION

**B.C. Reg. 391/2000**

Deposited December 8, 2000 and effective January 31, 2001  
Last amended October 28, 2019 by B.C. Reg. 214/2019

**Consolidated Regulations of British Columbia**

*This is an unofficial consolidation.*

B.C. Reg. 391/2000 (O.C. 1676/2000), deposited December 8, 2000 and effective January 31, 2001, is made under the *Business Corporations Act*, S.B.C. 2002, c. 57, s. 432 and the *Cooperative Association Act*, S.B.C. 1999, c. 28, s. 211.

This is an unofficial consolidation provided for convenience only. This is not a copy prepared for the purposes of the *Evidence Act*.

This consolidation includes any amendments deposited and in force as of the currency date at the bottom of each page. See the end of this regulation for any amendments deposited but not in force as of the currency date. Any amendments deposited after the currency date are listed in the B.C. Regulations Bulletins. All amendments to this regulation are listed in the *Index of B.C. Regulations*. Regulations Bulletins and the Index are available online at [www.bclaws.ca](http://www.bclaws.ca).

See the User Guide for more information about the *Consolidated Regulations of British Columbia*. The User Guide and the *Consolidated Regulations of British Columbia* are available online at [www.bclaws.ca](http://www.bclaws.ca).

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*Business Corporations Act and Cooperative Association Act*

**COOPERATIVE ASSOCIATION REGULATION**

**B.C. Reg. 391/2000**

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Point in time from October 28, 2019 to March 10, 2021

*Business Corporations Act and Cooperative Association Act*

**COOPERATIVE ASSOCIATION REGULATION**

**B.C. Reg. 391/2000**

**Definitions**

**1** In this regulation:

“**Act**” means the *Cooperative Association Act*;

“**appellant**” means a person who intends to appeal under section 37 (3) of the Act, or who has commenced such an appeal;

“**filing fees**” means the cost of filing the notice of appeal required by section 37 (4) of the Act or an application for an order under section 172.1 of the Act;

“**monthly housing charge**” means the amount a member must pay to the housing cooperative each month for the use, occupation or enjoyment of residential premises in the housing cooperative.

**Persons exempt from definition of “director”**

**2** For the purpose of section 1 (1) of the Act, the following persons are exempt from the definition of “director”:

(a) a lawyer, accountant or other professional if his or her primary participation in the management of the association is the provision of professional services to the association;

(b) a trustee in bankruptcy who participates in the management of the association or exercises control over its property, rights and interests primarily for the purpose of administering the estate of the association;

(c) a receiver, receiver manager or secured creditor of the association who participates in the management of the association or exercises control over its property, rights and interests primarily for the purpose of enforcing a debt obligation of the association.

**Criteria to be considered by registrar**

**3** For the purpose of section 2 (2) of the Act, the following are the prescribed criteria the registrar must take into account:

(a) the number of members of the association;

(b) the nature and extent of the association’s assets and liabilities;

(c) the manner by which the association is carrying out its purpose;

(d) funding received by the association, directly or indirectly, from the government of British Columbia or of Canada;

(e) the memorandum and rules of the association;

(f) any circumstances the registrar considers relevant.

**Conditions for housing cooperative – termination of membership**

**4** (0.1) Repealed. [B.C. Reg. 156/2018, App. s. 1 (a).]

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- (1) If the directors of a housing cooperative serve notice of the termination of a membership under section 36 (2) (e) of the Act or if the members of a housing cooperative confirm the termination of a membership under section 37 (2) (b) of the Act, the housing cooperative must comply with the following conditions:
    - (a) Repealed. [B.C. Reg. 12/2014, s. 1 (b).]
    - (b) at the written request of the appellant, if the appellant is not in arrears for any monthly housing charge, issue to the appellant the amount of the filing fees made payable to the court registry in which the notice of appeal is to be filed.
  - (2) If there is a dispute between the appellant and the housing cooperative respecting the amount of the monthly housing charge, the amount of the monthly housing charge referred to in subsection (1) (b) is the amount of that charge that is not in dispute.
  - (3) The request under subsection (1) (b) must be made within 10 days after the day the appellant is served with the notice under section 36 (2) (e) or 37 (2.1) (a) (i) of the Act.
  - (4) If the appellant fails to make the request under subsection (1) (b) within the period set out in subsection (3), the housing cooperative may, but need not, issue the amount of the filing fees.
  - (5) If the housing cooperative has issued an amount under subsection (1) (b) and the court upholds the decision of the directors or the members, as the case may be, to terminate the appellant's membership, the amount paid under subsection (1) (b) is a debt due to the housing cooperative from the appellant.

[am. B.C. Regs. 142/2010, s. (a); 12/2014, s. 1 (a) and (b); 156/2018, App. s. 1.]

#### **Notice of right to appeal termination of membership**

- 4.1** (1) For the purpose of section 36 (3) of the Act, Form 9.1 of Schedule C is prescribed.
- (2) For the purpose of section 37 (2.1) (a) (ii) of the Act, Form 9 of Schedule C is prescribed.

[en. B.C. Reg. 156/2018, App. s. 2.]

- 5** Repealed. [B.C. Reg. 12/2014, s. 1 (d).]

#### **Fees association may charge for copies**

- 6** (1) For the purpose of section 132 of the Act, the amount prescribed that an association may charge for a copy of a record is 25 cents per page.
- (2) For the purpose of section 142 (2) of the Act, the amount prescribed that an association may charge for each additional copy of the association's memorandum and rules is 25 cents per page.

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**Amount of unpaid liability requiring creditor's consent**

- 7 For the purpose of section 197 (1) (c) (ii) of the Act, the amount prescribed of an unpaid claim for which written consent to a provision for payment is required is \$200.

**Fine for continuing offence**

- 8 For the purpose of section 201 (3) of the Act, the amount prescribed for each day that an offence under section 199 (d) of the Act continues is \$50.

**Date of compliance for pre-existing associations**

- 9 For the purpose of section 214 (2) of the Act, the date by which a pre-existing association must change its memorandum and rules is January 31, 2003.

**Matters that must be provided for in rules of association**

- 10 For the purpose of section 13 (2) of the Act, the following matters are prescribed as those that must be provided for in the rules of an association, in addition to the matters that, under the Act, must be provided for in those rules:
- (a) with respect to membership in the association,
    - (i) setting the terms of admission,
    - (ii) specifying the rights and, if any, the obligations and limitations of membership, and
    - (iii) designating classes of membership, if more than one, and the rights and, if any, the obligations and limitations attached to each class;
  - (b) with respect to shares of the association,
    - (i) specifying, if applicable, the maximum number of membership shares that a person or eligible organization may hold,
    - (ii) specifying whether, and if so how, investment shares may be transferred and a form of transfer,
    - (iii) providing for the transmission of shares on the death or bankruptcy of an individual member, and
    - (iv) setting out the effect on the ownership of shares of the bankruptcy, liquidation or dissolution of a shareholder that is not an individual;
  - (c) with respect to directors and officers of the association,
    - (i) specifying the number of directors,
    - (ii) setting out restrictions, if any, on the powers of directors,
    - (iii) providing for the conduct of meetings of the directors,
    - (iv) setting the terms of office of directors and officers,
    - (v) providing for the appointment and removal of officers, and
    - (vi) setting out the powers and duties of officers;
  - (d) with respect to the financial management of the association,
    - (i) setting out the borrowing powers of the association,

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- (ii) setting out the investment powers of the association,
  - (iii) providing for the distribution of surplus funds, and
  - (iv) providing for the redemption of shares at the option of the association, if applicable;
- (e) with respect to general meetings of the association,
- (i) convening and holding general meetings, and
  - (ii) setting out voting rights and procedures for persons attending in a representative capacity;
- (f) with respect to meetings of investment shareholders or of investment shareholders of a particular class of investment shares,
- (i) convening and holding meetings of investment shareholders or of investment shareholders of a particular class of investment shares, and
  - (ii) setting out voting rights and procedures for persons attending in a representative capacity;
- (g) the giving of notice to the association;
- (h) the service of documents by the association;
- (i) the execution of documents and the use and custody of the seal of the association, if any.

**Fees**

- 11** For the purpose of section 210 of the Act, a person must pay to the registrar the amount set out in Column 2 of Schedule A for the service or matter set out opposite in Column 1 of that Schedule.

**Rules**

- 12** For the purpose of section 13 (1) of the Act, Schedule B is prescribed as the form of rules that an association may adopt.

**Forms**

- 13** The forms in Schedule C are prescribed for the purposes of the Act and this regulation.

**Publication on website**

- 14** For the purposes of the provisions of the Act that authorize the registrar to publish a notice in a prescribed manner, the registrar may publish the notice by including it on a website maintained by or on behalf of the government.

[en. B.C. Reg. 265/2008, s. 2.]

**Manner of filing records with registrar**

- 15** Unless otherwise required or permitted by the registrar for the purposes of the Act, a record filed with or provided or submitted to the registrar must be filed, provided or



submitted in an electronic format that is compatible with the technical requirements of the registrar.

[en. B.C. Reg. 214/2019, s. 1.]

**Manner in which registrar may provide records**

- 16** A record that the registrar is required to provide or certify under the Act may be provided or certified by electronic means.

[en. B.C. Reg. 214/2019, s. 1.]

**SCHEDULE A**

[am. B.C. Regs. 265/2008, s. 3; 112/2010, App. s. 5.]

Column 1	Column 2
1 For incorporation or amalgamation, including filing of memorandum and rules, or restoration of association	\$250.00
2 For a certified true copy or extract	\$25.00
3 For a search conducted using BC OnLine information service using a person's own computer terminal	*\$7.00
4 For a search conducted using BC Online information service by a person using a computer terminal provided by the government	*\$8.00
5 For a search conducted by government personnel except a search made as part of the registrar's review of an application to hold or reserve a name	\$10.00
6 For registration, amalgamation or restoration of an extraprovincial association	\$250.00
7 For filing or registering any notice, return or other document required by the Act	\$20.00
8 For a copy of, or extract from, a document for every page or part of a page	\$0.50
9 For pre-vetting of documents to be filed with the registrar	\$100.00
10 For filing an annual report	\$30.00
11 For filing and certification of resolutions as required by the Act	\$70.00
12 For changing the name of an association or extraprovincial association	\$100.00
13 For a continuation under section 183 or 187 of the Act	\$300.00
14 For the search of a maximum of 3 names, on application for approval or reservation of a name	*\$30.00
15 For a priority service, when offered	*\$100.00

\*A further operator charge of \$1.50 plus tax imposed under Part IX of the *Excise Tax Act* (Canada) is applicable to any BC Online search conducted by anyone other than government personnel.

**SCHEDULE B**

[am. B.C. Reg. 12/2014, s. 2.]

**FORM OF RULES**

The rules adopted by an association may be in this form, a modified form of these Rules or in another form altogether. These Rules will accommodate an association that is not a housing cooperative and that has share capital consisting of membership shares with par value and investment shares that may be issued only to members. Please review these Rules carefully to determine whether they will meet the needs and objectives of your association. Whatever the form of rules adopted, they must address each matter required by section 10 of the regulation and must be read in conjunction with and subject to the *Cooperative Association Act*.

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**RULES OF THE .....**  
*[Name of Association]*

**PART 1 – INTERPRETATION**

**Definitions**

- 1 In these Rules:

“**Act**” means the *Cooperative Association Act* of British Columbia from time to time in force and all amendments to it;

“**adjourned meeting**” means the meeting to which a meeting is adjourned;

“**Association**” means the ..... *[Name of Association]*;

“**board**” or “**the directors**” mean the directors of the Association for the time being;

“**member**” means a member of the Association and includes a joint member;

“**regulation**” means the regulation under the *Cooperative Association Act* as made and amended from time to time;

“**Rules**” means these Rules and all amendments, additions, deletions or replacements from time to time in force and effect.

***Cooperative Association Act* definitions apply**

- 2 Subject to Rule 1, words and expressions defined in the Act as they read on the date these Rules become applicable to the Association apply to these Rules, with the necessary changes, so far as applicable.

**Interpretation**

- 3 Words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and eligible organizations.

***Cooperative Association Act* governs**

- 4 If there is a conflict or inconsistency between the Act and the Rules, the Act governs.

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**PART 2 – MEMBERSHIP****Open membership**

- 5 Membership in the Association is open in a non-discriminatory manner to individuals and eligible organizations that can use the services of the Association and are willing and able to accept the responsibilities of membership.

**Application for membership**

- 6 An individual or eligible organization that wishes to become a member must submit to the Association a written application for membership in the form provided by the Association for that purpose and payment for the minimum number of membership shares required under Rule 8 for membership in the Association.

**Age qualification**

- 7 To be eligible for membership in the Association, an individual must be at least 16 years of age.

**Minimum share requirement**

- 8 Class ..... shares [*specify class*] are designated as membership shares and each member must, as a condition of membership, subscribe to at least ..... [*indicate number*] of those shares.

**Approval of application**

- 9 The directors, or a person authorized by the directors to approve applications for membership, may approve or refuse an application for membership and may postpone consideration of an application for membership.

**Effective date of membership**

- 10 Membership is effective on the day that the application for membership is approved under Rule 9.

**Withdrawal from membership**

- 11 A member may withdraw from membership in the Association by
- (a) giving written notice to the directors of the member's intention to withdraw, and
  - (b) surrendering any share certificates in respect of membership shares and, if applicable, investment shares.

**Effective date of withdrawal**

- 12 The membership of a member ceases on the date the member has complied with the requirements of Rule 11.



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**Notice of death or bankruptcy of individual member**

- 13** Subject to Rule 23 (2), notice to the Association of the death or bankruptcy of an individual member has the same effect as a notice of intention to withdraw, and Rules 11, 12, 17 and 49 apply with the necessary changes, so far as applicable.

**Notice of bankruptcy, liquidation or dissolution of eligible organization member**

- 14** Notice to the Association of the bankruptcy, liquidation or dissolution of a member that is an eligible organization has the same effect as a notice of intention to withdraw, and Rules 11, 12, 17 and 49 apply with the necessary changes, so far as applicable.

**Grounds for termination of membership**

- 15** The Association may terminate the membership of a member in accordance with the Act if
- (a) the member has engaged in conduct detrimental to the Association,
  - (b) the member has not paid money due by the member to the Association within a reasonable time after receiving written notice to do so from the Association,
  - (c) in the opinion of the directors, based on reasonable grounds, the member
    - (i) has breached a material condition of an agreement with the association, and
    - (ii) has not rectified the breach within a reasonable time after receiving written notice to do so from the Association, or
  - (d) the member has not transacted any business with the Association for a period of 2 consecutive years.

[CAA, 1999, section 34]<sup>1</sup>

**Appeal of termination of membership**

- 16** (1) A member whose membership is terminated for the reason set out in Rule 15 (d)
- (a) may appeal the termination in accordance with the Act, and
  - (b) if he or she does so, the member continues to be a member of the Association, despite the resolution of the directors terminating the membership, unless the members at the general meeting to which the appeal is brought confirm the termination of membership by a simple majority.
- (2) The right of appeal of a person whose membership in the Association is terminated for a reason set out in Rule 15 (a) to (c) is governed by the Act.

[CAA, 1999, section 37]

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1. References at the end of some Rules to the *Cooperative Association Act*, S.B.C. 1999, chapter 28 (abbreviated as “CAA, 1999”), have been added editorially for convenience of reference only and do not form part of the Rules. The references are relevant to the Rule after which they appear but not every relevant provision may have been identified.

**Effect of termination, withdrawal or other cessation of membership**

- 17** (1) When a member withdraws from membership or a membership is terminated or ceases for any reason, all rights and privileges attached to membership cease except the right to require the Association to redeem, in accordance with Rule 49 or 50, whichever is applicable, the member's membership shares and, if applicable, investment shares.
- (2) The cessation of membership does not release the former member from any debt or obligation owed to the Association unless the instrument of debt or obligation states otherwise.

**PART 3 – JOINT MEMBERSHIP****Joint membership**

- 18** Two or more individuals or eligible organizations may apply in accordance with Rule 6 to be joint members and, if the application is approved under Rule 9, the joint members hold the membership shares and any investment shares purchased in respect of the joint membership in joint tenancy.

**Voting rights of joint members**

- 19** (1) The voting rights of joint members are governed by the Act.
- (2) The signature on a written resolution of any one of the joint members of a membership is sufficient signature for all of the joint members of that membership.

*[CAA, 1999, section 42]*

**Business done by joint member**

- 20** Business done by one joint member is deemed to be business transacted by the joint members of the membership.

**Joint members – liability and payments**

- 21** The liability of joint members for amounts due to the Association in respect of the joint membership and the payment of amounts due to joint members from the Association in respect of the joint membership are governed by the Act.

*[CAA, 1999, section 42]*

**Withdrawal of joint membership**

- 22** (1) Joint members may withdraw from membership by complying with Rule 11.
- (2) The written notice required by Rule 11 (a) must be signed by all joint members.

**Death of a joint member**

- 23** (1) On receipt of proof satisfactory to it of the death of one joint member, the Association may treat the surviving joint members as the owners of the membership and investment shares, if any, held by the joint members.
- (2) The death of one joint member does not have the same effect as a notice of withdrawal under Rule 11.

**Entitlement of joint members to act as directors**

- 24** Only one joint member of a membership is entitled to be a director of the Association at any one time unless that joint member or another of the joint members
- (a) is a member in his or her own right, or
  - (b) is authorized to represent a member that is an eligible organization.

**PART 4 – SHARE STRUCTURE**

**Authorized share structure**

- 25** The authorized share structure of the Association is set out in the memorandum.

**Investment shares**

- 26** The Association may issue to members only the classes of investment shares set out in Column 1, below, with the special rights and restrictions set out opposite in Column 2,

<b>Column 1</b> <b>Class of Investment Shares</b>	<b>Column 2</b> <b>Special rights and restrictions</b>

**PART 5 – PAYMENT FOR SHARES**

**Payment for shares**

- 27** (1) Except as provided in this Rule, the Association must not issue or allot membership or investment shares unless the shares are paid for in accordance with the Act.
- (2) Membership shares may be payable on call.

*[CAA, 1999, section 52]*

**Calls on unpaid amount of membership shares**

- 28** The directors may make calls on the members for any of the money unpaid on membership shares and a call is deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

**Interest on unpaid call**

- 29** (1) If a call is not paid on or before the date set for payment by the resolution referred to in Rule 28, the member from whom the money is due on call must pay interest on the unpaid amount of the call at the rate of 8% per year from the date set for payment until the date of payment.
- (2) The interest that accumulates under subrule (1) is a debt due to the Association.
- (3) The directors may waive payment of interest due under subrule (2).

**Dividends or interest on membership shares**

- 30** Payment of dividends or interest on membership shares that are not fully paid is governed by the Act.

*[CAA, 1999, section 54]*

**Notice requiring payment of call**

- 31** If a member fails to pay a call on or before the date set for payment by the resolution referred to in Rule 28, the directors may, at any time after that date, serve a notice on the member requiring payment within 14 days from the date of service of the unpaid amount of the call together with any interest that accrues under Rule 29.

**Failure to comply with notice**

- 32** If a member on whom or on which a notice has been served under Rule 31 does not make the payment required by that notice in the time specified, the share in respect of which the notice is given may be forfeited to the Association by a resolution of the directors.

**Effect of forfeiture**

- 33** (1) A forfeiture under Rule 32 is effective on the date that the directors make the resolution referred to in that Rule.
- (2) A member whose share has been forfeited in accordance with a resolution under Rule 32 ceases to be a member in respect of the forfeited share and the directors may strike the member's name from the register of members and cancel the share certificate in respect of the forfeited share.
- (3) A forfeited share may be sold or otherwise disposed of on terms and in a manner the directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on terms the directors think fit.
- (4) A member whose share has been forfeited remains liable to the Association for interest that accrued under Rule 29 to the date of the resolution under Rule 32 and that interest is a debt due to the Association.

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## PART 6 – SHARE CERTIFICATES

### Entitlement to share certificate

- 34** (1) The Association must issue certificates in respect of membership shares and investment shares in accordance with the Act.
- (2) The Association is not required to issue more than one certificate in respect of a membership share or investment share held by joint members, and delivery of a share certificate to one joint member is sufficient delivery to all.

*[CAA, 1999, sections 42, 57, 64]*

### Form of share certificate

- 35** Every share certificate issued by the Association must comply with the Act and be in a form approved by the directors.

*[CAA, 1999, sections 58, 216]*

### Manual signing of share certificates

- 36** Each share certificate issued by the Association must be signed manually by at least one director or officer of the Association.

### Lost or destroyed certificates

- 37** If a share certificate is lost, stolen or destroyed, the Association must issue to the member entitled to the lost, stolen or destroyed certificate a new share certificate as a replacement if
- (a) the Association has no notice that the lost, stolen or destroyed certificate has been acquired by a purchaser for value who entered into the transaction honestly and without notice of any adverse claim, including a claim that a transfer was or would be wrongful,
  - (b) the directors are satisfied that the certificate is lost, stolen or destroyed,
  - (c) the Association receives payment of the reasonable fee, if any, required by the directors for the issue of a replacement certificate, and
  - (d) the Association receives the indemnity, if any, the directors consider appropriate.

## PART 7 – TRANSFER OF SHARES

### Requirements of instrument of transfer

- 38** (1) An instrument of transfer of any shares in the Association must
- (a) be in writing,
  - (b) specify the number and class of shares being transferred, and
  - (c) be executed and dated both by the transferor and transferee, or an attorney authorized in writing by the transferor or transferee, as applicable, or if the

transferor or transferee is an eligible organization, by a duly authorized director, officer or attorney of the organization.

- (2) The transferor remains the holder of the shares until the name of the transferee is entered in the register of members or the register of investment shareholders.

**Form of transfer**

**39** Shares in the Association may be transferred in the following form, or in another usual or common form approved by the directors:

I, ..... [transferor], of ..... [address of transferor] in consideration of the sum of \$..... paid to me by ..... [transferee], of ..... [address of transferee], do transfer to the transferee ..... [number and class] shares in the ..... [name of association], for which certificates are attached, to be held by the transferee or his or her personal representatives and assignees, subject to the conditions on which I held the same at the time of the execution; and I, the transferee, agree to take the shares subject to those conditions.

Signed on ..... (year, month, day)

(Signature of transferor) .....

(Signature of transferee) .....

(Signature of witness) .....

**Effective date of transfer of shares**

**40** A transfer of shares does not take effect until

- (a) any lien of the Association on the shares has been satisfied,
- (b) the transfer has been authorized by the directors, and
- (c) the name of the transferee is entered in the register of members or the register of investment shareholders.

**Registering a transfer**

**41** The directors must immediately enter the name of the transferee in the register of members or the register of investment shareholders when, with respect to the transfer of a share,

- (a) the requirements set out in Rule 40 (a) and (b) have been met,
- (b) a duly executed instrument of transfer with the certificate issued in respect of the share attached has been delivered to the Association, and
- (c) that certificate has been cancelled.

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**Effect of lien on transfer or assignment of shares**

- 42** The Association may refuse to register a transfer or acknowledge an assignment of membership shares, investment shares, dividends or interest affected by a lien established by the Act.

*[CAA, 1999, section 56]*

**PART 8 – TRANSMISSION OF SHARES**

**Procedure on death of a member**

- 43** The person entitled to the membership or investment shares of a deceased member may, on providing proof satisfactory to the directors of the death of the member and the person's entitlement,
- (a) if the person is not a member, apply under Part 2 for membership in the Association,
  - (b) if the person is a member, request that the directors register the membership and investment shares in the member's name, or
  - (c) apply to the directors to redeem the shares.

**Registration of share prohibited if person entitled is not a member**

- 44** The Association must not register a membership share or investment share in the name of the person entitled to a deceased member's shares unless
- (a) that person is a member, and
  - (b) the transfer has been authorized by the directors.

**Redemption of shares**

- 45** If the person entitled to the membership share or investment share of a deceased member does not qualify for membership under Part 2 or the directors do not authorize the transfer of shares to that person, the Association must, subject to the Act, redeem those shares by paying to that person, within 4 months of the date on which the person provided the Association with proof of his or her entitlement, the amount paid up on the shares.

*[CAA, 1999, section 66]*

**PART 9 – REDEMPTION OF SHARES**

**Association authorized to purchase and redeem its shares**

- 46** Subject to the Act, these Rules and the special rights and restrictions attached to any class of shares, the Association may, by a resolution of the directors, redeem any of its shares at the price and on the terms specified by the resolution.

*[CAA, 1999, section 66]*

**Redemption of shares to be made ratably**

- 47** (1) If the Association proposes, at its option, to redeem some but not all of the shares of any class of shares, it must make its offer ratably to every shareholder who holds shares of that class of shares.
- (2) A redemption of shares under subrule (1) must be made on a fair and equitable basis.

**Sale and voting of redeemed shares**

- 48** Subject to the Act, the Association may sell any share redeemed by it, but, while the Association retains the share, the Association must not exercise any vote, or pay or make any dividend or other distribution, in respect of that share.

**Redemption of shares on withdrawal of membership**

- 49** Subject to the Act, if a member withdraws from membership, the period within which the Association must redeem the shares of the former member is 4 months from the effective date of the withdrawal.

*[CAA, 1999, section 38]*

**Redemption of shares on termination of membership**

- 50** If the Association terminates the membership of a member under Rule 15, the Association must redeem the shares of the member in accordance with the Act.

*[CAA, 1999, section 38]*

**Entitlement to redemption**

- 51** (1) Subject to the Act, an individual member who has attained 60 years of age may require the Association to redeem any of his or her shares except those shares required to be held as a condition of membership.
- (2) A member who wishes to have the Association redeem any of his or her shares under subrule (1) must give written notice to the Association and the Association, on receipt of the share certificates relating to the shares to be redeemed, and subject to the Act, must pay the member the amount paid up on the shares within 4 months.

*[CAA, 1999, section 66]*

**Amount paid on redemption**

- 52** A member is entitled to the amount paid up on the par value of a membership share on redemption by the Association under this Part.



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## PART 10 – REGISTER OF MEMBERS AND REGISTER OF INVESTMENT SHAREHOLDERS

### Register of Members and Register of Investment Shareholders

- 53** The Association must keep and maintain a register of members and a register of investment shareholders in accordance with the Act.

*[CAA, 1999, section 124]*

## PART 11 – GENERAL MEETINGS OF THE ASSOCIATION

### Annual general meetings

- 54** The Association must hold its first and subsequent general meetings within the time provided by the Act.

*[CAA, 1999, section 143]*

### Business at annual general meeting

- 55** At the first general meeting and at each annual general meeting the following business must be considered:
- (a) report of the directors;
  - (b) financial statement;
  - (c) auditor's report, if applicable;
  - (d) election or appointment of directors;
  - (e) appointment or waiver of appointment of an auditor.

### Order of business at annual general meeting

- 56** The order of business at the first general meeting and at annual general meetings, to the extent appropriate in the circumstances, must be as follows:
- (a) meeting to be called to order;
  - (b) notice convening meeting to be read;
  - (c) minutes of preceding annual general meeting to be read and adopted or amended and adopted as required;
  - (d) business arising out of minutes to be considered;
  - (e) reports of standing and special committees to be read;
  - (f) financial statement to be placed before the meeting;
  - (g) reports of directors and auditors to be read;
  - (h) election of directors and appointment of auditors;
  - (i) special business to be considered;
  - (j) unfinished business to be considered;
  - (k) new business to be considered.

**Special business**

- 57** (1) Any business other than business listed in Rule 55 is special business.
- (2) Special business must be approved by ordinary resolution of the members unless the Act or these Rules require otherwise.

**Special general meetings**

- 58** (1) The calling of a special general meeting by the directors, either on their own initiative or in response to a requisition by the members, must be in accordance with the Act.
- (2) The requisitioning of a special general meeting by the members must be in accordance with the Act.
- (3) The directors may determine the order of business at a special general meeting.

*[CAA, 1999, sections 150, 151, 152]*

**Time and place of general meetings**

- 59** General meetings must be held at the time and place in British Columbia that the directors specify or, in accordance with the Act, outside British Columbia.

*[CAA, 1999, section 148]*

**Provision for 2 or more general meetings for the same matters**

- 60** (1) If it is not possible to hold one general meeting at a time when, or place where, a large portion of the membership is able to attend, 2 or more general meetings may be held at the times and the places in British Columbia that the directors specify in accordance with the Act.
- (2) Votes taken at meetings referred to in subrule (1) must be by secret ballot.
- (3) The sum of the total votes taken at the meetings referred to in subrule (1) determine whether a resolution considered at those meetings is adopted or rejected.

*[CAA, 1999, section 144]*

**Record date**

- 61** (1) The record date for any general meeting is the 30th day before the date of the meeting of members.
- (2) Only those members whose names are entered on the register of members on the record date are entitled to vote at the general meeting.

**Notice of general meetings of the Association**

- 62** Notice of general meetings must be given to members and to the auditor of the Association, if any, in accordance with the Act.

*[CAA, 1999, sections 122, 146]*

**Financial statement**

- 63** A copy of the financial statement that is to be placed before a general meeting must be provided to the members at least 10 days before the date set for the meeting.

**Notice of special business**

- 64** If special business is to be considered at a general meeting, the notice of the meeting under Rule 62 must state the nature of the special business in sufficient detail to permit a member to form a reasoned judgment concerning the business.

**Notice of special resolution**

- 65** (1) If a special resolution is to be proposed at a general meeting, the notice under Rule 62 of that meeting must include
- (a) the full text of the special resolution, or,
  - (b) if the full text of the special resolution is too lengthy for convenient inclusion in the notice, a summary of the text in sufficient detail to permit a member to form a reasoned judgment concerning the special resolution.
- (2) If a notice under Rule 62 contains a summary of the text of a special resolution as provided in subrule (1) (b), the notice must also state the place where the full text of that special resolution can be read or copied.

**Notice of adjourned meeting**

- 66** If a general meeting is adjourned for fewer than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the first meeting that is adjourned, but if a general meeting is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting.

**Manner of giving notice**

- 67** The notice and financial statement required to be provided to members under this Part must be given in a manner permitted in Part 24 of these Rules.

**Meeting valid despite failure to give notice**

- 68** The accidental omission to give notice of any general meeting to, or the non-receipt of any notice by, a member or person entitled to receive notice does not invalidate any proceedings at that meeting.

**Quorum**

- 69** The quorum for the transaction of business at a general meeting is 10% of the total number of members entitled to vote at the meeting.

**Requirement of quorum**

- 70** No business, other than the election of a chair and the adjournment of the meeting, may be transacted at any general meeting unless a quorum is present at the

commencement of the meeting, and if at any time during the meeting there ceases to be a quorum present any business then in progress is suspended until there is a quorum present or until the meeting is adjourned or terminated as the case may be.

**Lack of quorum**

- 71** (1) If, within one hour from the time appointed for a general meeting, a quorum is not present, the meeting,
- (a) if convened by requisition of members, must be dissolved, and
  - (b) in any other case, stands adjourned to the same day in the next week at the same time and place, unless the place of meeting is changed out of necessity.
- (2) If at the adjourned meeting referred to in subrule (1) a quorum is not present within 1/2 hour from the time appointed, the members present in person or represented by proxy are deemed to constitute a quorum.

**Chair**

- 72** Subject to Rule 73, the president or, in the absence of the president, the vice-president of the Association, must preside as chair at every general meeting.

**Alternate chair**

- 73** If there is no chair present within 30 minutes after the time appointed for holding the meeting, the members present at a general meeting must elect a member to chair the meeting.

**Adjournments by chair**

- 74** The chair of a general meeting may, and if so directed by the members must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**Secretary**

- 75** The directors at a general meeting must appoint a member to act as secretary at the meeting.

**Minutes of meetings**

- 76** The secretary must record the minutes of all resolutions and proceedings at a general meeting in books provided by the directors for that purpose.

**Persons entitled to be present**

- 77** The only persons entitled to be present at a general meeting are those entitled to vote at that meeting, the auditor of the Association, if any, and others who are entitled or required under any provision of the Act or these Rules to be present.

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**Other persons may be admitted**

- 78** A person who is not entitled to be present at a general meeting under Rule 77 may be admitted to a meeting only on the invitation of the chair or with the consent of the members at the meeting.

**Meetings by conference telephone**

- 79** The Association may permit members to participate in general meetings and vote by telephone or other communications medium in accordance with the Act.

*[CAA, 1999, section 149]*

## **PART 12 – VOTING AT GENERAL MEETINGS**

**Actions to be determined by ordinary resolution**

- 80** At a general meeting, every motion must be determined by ordinary resolution unless otherwise required by the Act or these Rules.

**Chair not entitled to casting vote**

- 81** In case of an equality of votes,
- (a) the chair of a general meeting is not entitled to a second or casting vote, and
  - (b) the motion is lost.

**Decisions by show of hands or poll**

- 82** Unless otherwise provided in these Rules or the Act, every motion for a resolution put to a vote at a general meeting is to be decided on a show of hands unless
- (a) before or promptly on the declaration of the result of the vote by a show of hands, a poll is directed by the chair or demanded by at least one individual who is present and entitled to vote, or
  - (b) one or more members vote at the meeting by telephone or other communications medium, in which event the voting must be by poll or conducted in any other manner that adequately discloses the intentions of the members.

**Polls**

- 83**
- (1) An individual present and entitled to vote at a general meeting may demand that a poll be taken on any matter under consideration at that meeting either before or promptly after the vote by show of hands is taken.
  - (2) Subject to Rule 85, a poll must be taken in the manner and at the time, either at the general meeting or within 7 days after the date of the meeting, and at the place that the chair of the meeting directs.
  - (3) The result of the poll is deemed to be a resolution of the general meeting at which the poll is demanded.

- (4) The person who demanded a poll may withdraw the demand before the poll is taken.

**Chair must resolve dispute on a poll**

- 84** The chair must determine any dispute as to the admission or rejection of a vote given on a poll, and the chair's determination, made in good faith, is final and conclusive.

**Demand for a poll on adjournment**

- 85** A poll demanded on a motion for adjournment must be taken immediately at the meeting.

**Demand for a poll not to prevent continuance of meeting**

- 86** A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the motion on which the poll has been demanded unless the chair orders otherwise.

**Declaration of result**

- 87** The chair must declare to the general meeting the decision on every motion in accordance with the result of the show of hands or the poll, and that decision must be entered in the minutes of the meeting.

**Declaration is proof**

- 88** Unless a poll is required or demanded, a declaration by the chair that a motion has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the general meeting is proof, in the absence of evidence to the contrary, of the fact without proof of the number or proportion of the votes recorded in favor of or against that motion.

**Retention of ballots and proxies**

- 89** Each ballot cast on a poll, and each proxy appointing a proxy holder who casts a ballot on a poll,
- (a) must be kept at the registered office of the Association for 3 months after the general meeting,
  - (b) during the period referred to in paragraph (a), must be open to inspection at the registered office of the Association during the Association's normal business hours by any member or proxy holder entitled to vote at the meeting from which the ballot and the proxy came, and
  - (c) may be destroyed at the end of the period referred to in paragraph (a).

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## PART 13 – MEETINGS OF INVESTMENT SHAREHOLDERS

### Rules relating to general meetings apply

- 90** Subject to the Act and these Rules, the Rules relating to general meetings apply, with the necessary changes and so far as they are applicable, to a meeting of investment shareholders and a meeting of investment shareholders holding shares of a particular class of investment shares.

### Notice of meeting of investment shareholders

- 91** Notice of a meeting of investment shareholders, or of investment shareholders of a particular class of investment shares, must be given in accordance with the Act or in a manner permitted in Part 25 of these Rules.

*[CAA, 1999, sections 146, 147]*

## PART 14 – VOTING RIGHTS OF MEMBERS AND INVESTMENT SHAREHOLDERS

### Voting rights and restrictions

- 92** The right of a member or joint member to vote at a general meeting and of an investment shareholder or joint investment shareholder to vote at a meeting of investment shareholders or of investment shareholders holding shares of a particular class of investment shares, and the restrictions on those rights, are governed by the Act.

*[CAA, 1999, sections 40, 41, 42, 59, 60, 61]*

### Votes of persons in representative capacity

- 93** A person who is not registered as the holder of a membership share or investment share but who is entitled to vote at a general meeting or a meeting of investment shareholders, or of investment shareholders of a particular class of investment shares, as a representative of a member or investment shareholder, may vote in the same manner as if he or she were a member or investment shareholder if, before the meeting at which he or she proposes to vote, he or she satisfies the directors of his or her right to vote at that meeting.

### Executors or administrators as joint shareholders

- 94** If there are 2 or more executors or administrators of a deceased member in whose sole name membership shares or investment shares stand, those executors or administrators are, for the purposes of voting at general meetings or meetings of investment shareholders or of investment shareholders of a particular class of investment shares, deemed to be joint shareholders of the membership shares or investment shares, as the case may be.

**Representative of eligible organization**

- 95** (1) If an eligible organization provides evidence that complies with Rule 98 of the appointment of an individual to represent it at a general meeting or a meeting of investment shareholders or of investment shareholders of a particular class of shares,
- (a) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the eligible organization as that eligible organization could exercise if it were an individual member or investment shareholder of the Association present, and
  - (b) the representative, if present at a meeting, is to be counted for the purpose of forming a quorum.
- (2) The evidence of appointment required by Rule 99 with respect to a representative of an eligible organization may be provided by written instrument, facsimile transmission, telegram, telex or any method of transmitting legibly recorded messages.

**Proxy voting at a general meeting**

- 96** An individual member may vote by proxy at a general meeting in accordance with the Act and these Rules if the member's residence, as determined from the register of members of the Association, is more than 80 km from the place of the meeting, or if there are 2 or more meeting places, from the place of the meeting closest to the member's residence.

*[CAA, 1999, section 43]*

**Proxy voting by investment shareholders**

- 97** An investment shareholder may vote by proxy at a meeting of investment shareholders or of investment shareholders of a particular class of investment shares and the proxy may be any person appointed by the investment shareholder.

*[CAA, 1999, section 62]*

**Requirements of proxies and similar instruments**

- 98** A proxy, or an instrument appointing a representative of a member who is an eligible organization, must
- (a) be in writing,
  - (b) identify the appointing shareholder and the proxy holder, or the eligible organization and individual appointed as the representative of the eligible organization,
  - (c) identify the meeting in respect of which the proxy is given or the meeting for which the representative is appointed,
  - (d) be signed by the appointing member or investment shareholder or an attorney authorized in writing by the appointing member or investment



- shareholder, or, if the appointing member is an eligible organization, a duly authorized director, officer or attorney of the eligible organization, and
- (e) include the date of the signature referred to in paragraph (d).

**Form of proxy**

**99** An instrument appointing a proxy may be in the following form or in any other form approved by the directors:

I, ....., of ....., a member of .....[*name of association*] hereby appoint ..... as my proxy to vote for me and on my behalf:

[Check and complete applicable statement]

at the general meeting to be held on .....[*year, month, day*], and any adjournment of that meeting, and the person I am appointing is a member of the Association.

at the meeting of investment shareholders to be held on ..... [*year, month, day*], and any adjournment of that meeting.

at the meeting of investment shareholders of Class .....shares [*indicate class of shares*] to be held on .....[*year, month, day*], and any adjournment of that meeting.

Signature ..... Date .....[*year, month, day*]

**Deposit of proxies**

**100** A proxy, along with the original or a copy, certified by a notary public, of the power of attorney or other authority, if any, under which the proxy is signed, must be deposited

- (a) at the registered office of the Association or at any other place specified for the purpose in the notice calling the meeting, at least 48 hours, excluding Saturdays and holidays, before the time for holding the meeting in respect of which the person named in the instrument is appointed, or
- (b) at the place specified for the meeting, before its commencement, with a director or officer or the solicitor of the Association.

**Validity of proxy votes**

**101** A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the member giving the proxy or despite the revocation of the proxy or of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received at the registered office of the Association, or by the chair of the meeting or adjourned meeting for which the proxy was given, before the vote is taken.

**Revocation of proxies**

- 102** A proxy may be revoked in any manner provided by law including by an instrument in writing that is
- (a) signed by the member giving the proxy or by his or her agent authorized in writing or, if the member is an eligible organization, by a duly authorized director, officer or attorney of the organization, and
  - (b) delivered to
    - (i) the registered office of the Association, at any time up to and including the last business day preceding the day of the meeting, or any adjournment of that meeting, at which the proxy is to be exercised, or
    - (ii) the chair of the meeting, on the day of the meeting or any adjournment of that meeting before the taking of any vote in respect of which the proxy is to be exercised.

**Production of evidence of authority to vote**

- 103** The chair of any meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person evidence of his or her authority to vote.

**PART 15 – DIRECTORS****Duties of directors**

- 104** 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.

*[CAA, 1999, Part 6, Divisions 1, 2, 3]*

**Number of directors**

- 105** (1) The Association must have,
- (a) in accordance with the Act, at least 3 directors, and
  - (b) not more than 7 directors.
- (2) The number of directors may be changed within the limits set out in subrule (1) by ordinary resolution of the members.

*[CAA, 1999, section 72]*

**Qualifications for directors**

- 106** In addition to the qualifications required by the Act, the majority of directors must be individuals who are not employees of the Association.

*[CAA, 1999, sections 72,79]*

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## PART 16 – ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS

### Election at annual general meeting

- 107** An election of directors must be held at each annual general meeting to replace those directors whose terms of office have expired or will expire at the end of the meeting in accordance with Rule 114.

### Nomination of candidates

- 108** A member may nominate a candidate for director either before or at an annual general meeting at which a director is to be elected.

### Voting by secret ballot

- 109** If the number of nominees in an election for directors exceeds the number of directors to be elected at the election, the election of directors must be by secret ballot.

### Candidates declared elected

- 110** If the number of candidates nominated for director is equal to the number of directors to be elected, those nominated candidates are declared elected and no election is required.

### Directors elected according to number of votes

- 111** In an election of directors, the chair must declare elected the candidates who received the highest number of valid votes up to the number of directors to be elected.

### If 2 or more candidates receive equal number of votes for last vacancy

- 112** If 2 or more candidates receive an equal number of votes for the last vacancy on the board and it is not practical to hold a run-off election at the meeting,
- (a) the directors who have already been elected in the election, and
  - (b) the directors whose terms of office will not expire at the end of the meeting at which the election is held
- must determine which of those candidates is to be elected.

### Consent to act as director

- 113** For the election or appointment of a director to be valid, consent of the candidate must be provided in accordance with the Act.

*[CAA, 1999, section 74]*

### Staggered terms of office of directors

- 114** (1) In this section, “**1st annual general meeting**” means the first general meeting of the Association.
- (2) The term of office of a director ends at the end of the annual general meeting at which a replacement is elected.

- (3) A reduction in the number of directors under Rule 105 does not affect the unexpired term of a director in office.
- (4) In the election of directors held at the 1st annual general meeting, all directors must be elected for a term ending at the 2nd annual general meeting.
- (5) In the election of directors held at the 2nd annual general meeting,
  - (a) if the Board has an even number of directors,
    - (i) half of the directors must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and
    - (ii) the remainder must be elected for a term ending at the next annual general meeting, or
  - (b) if the Board has an odd number of directors,
    - (i) a simple majority must be elected for a term ending at the 2nd annual general meeting after the general meeting at which those directors were elected, and
    - (ii) the remainder must be elected for a term ending at the next annual general meeting.
- (6) In the election of directors held at each annual general meeting after the 2nd annual general meeting, the directors to be elected must be elected for a term ending at the 2nd annual general meeting held after the annual general meeting at which those directors were elected.

**Effect of vacancy on ability of directors to act**

- 115**
- (1) Despite any vacancy on the board, the continuing directors
    - (a) if and so long as the number of continuing directors constitutes a quorum of the board, may continue to function without filling the vacancy and may appoint a qualified member to fill the vacancy, or
    - (b) if the number of continuing directors does not constitute a quorum of the board, may appoint directors for the purpose of increasing the number of directors to a quorum or to call a general meeting and for no other purposes.
  - (2) Except in the circumstances described, and to the extent authorized in subrule (1) (b), the directors are not entitled to fill a vacancy on the board that is caused by either an increase in the number of directors under Rule 105 or a failure to elect the minimum number of directors required by these Rules.
  - (3) In the circumstances described in subrule (1) (b) or when there are vacancies on the board as a result of an increase in the number of directors under Rule 105 or a failure to elect the minimum number of directors required by these Rules, the board must call, as soon as practicable, a general meeting to fill the vacancy.

- (4) The term of office of a director appointed under subrule (1) (a) is the unexpired portion of the term of office of the individual whose departure from the office created the vacancy.
- (5) The term of office of a director appointed under subrule (1) (b) or (2) is until the vacancy is filled under subrule (3).
- (6) If, as the result of a vacancy, there are no directors of the Association, the members may, by ordinary resolution or by an instrument in writing signed by a simple majority of members, appoint a qualified individual as director solely for the purpose of calling a special general meeting to fill the vacancies on the board.

#### **Directors eligible for election or appointment again**

**116** A person whose term as director is ending is eligible for re-election or reappointment.

#### **Director ceasing to hold office**

**117** A director ceases to hold office in accordance with the Act and these Rules.

*[CAA, 1999, section 80]*

#### **Removal of director**

**118** The Association may by special resolution remove any director before the expiration of his or her term of office, and may by an ordinary resolution fill the vacancy created by the removal.

## **PART 17 – MEETINGS OF DIRECTORS**

#### **Meetings of directors**

**119** Subject to the Act and these Rules, the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they consider appropriate.

*[CAA, 1999, section 77]*

#### **Time and place of meetings**

**120** Meetings of the board must be held at the time and place in British Columbia that the board determines is appropriate, and if the board does not determine the time and place, the president of the Association or any two directors may make that determination.

#### **Who may call meetings**

**121** A director may, and the secretary of the Association on request of a director must, call a meeting of the directors at any time.

**Notice of meeting**

- 122** (1) Subject to Rules 123, 124, 125, 126 and 127, at least 10 days notice of a meeting of the directors, specifying the place, date and hour of the meeting, must be given to each director and is sufficiently given if provided
- (a) by personal delivery,
  - (b) by mail addressed to the director's address as it appears in the register of directors,
  - (c) by leaving it at the director's usual business or residential address,
  - (d) by telegram, telex, facsimile transmission, or any other method of transmitting legibly recorded messages, or
  - (e) by telephone to the director's telephone number as provided by the director.
- (2) A notice of a meeting of directors must specify the purpose of, or the business to be transacted at, the meeting if the meeting is called to deal with an emergency or any of the following matters:
- (a) a question or matter requiring approval of the members;
  - (b) filling a vacancy on the board;
  - (c) filling a vacancy in the office of auditor;
  - (d) issuing shares;
  - (e) declaring patronage returns or dividends on shares;
  - (f) redeeming shares issued by the Association;
  - (g) approving a financial statement of the Association;
  - (h) making decisions that by the Act or these Rules are required to be made by a vote of greater than a majority of the directors.
- (3) A notice mailed under subrule (1) (b) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.
- (4) A notice given in accordance with subrule (1) (c) is deemed received when it is delivered.
- (5) A notice given under subrule (1) (d) is deemed received at the time the telegram, telex, facsimile transmission or other electronic transmission is sent.
- (6) A notice given under subrule (1) (e) is deemed received at the time the information is provided by telephone.

**Meeting of new board**

- 123** If a quorum of directors is present, the directors newly elected at an annual general meeting and the directors whose terms of office do not expire at the end of that meeting, without notice, may hold a meeting of the board immediately after that general meeting.

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**Regular meetings**

- 124** (1) The board may, by resolution, appoint a day or days in any month or months for regular board meetings at the places and times specified by the board.
- (2) A copy of the resolution under subrule (1) must be sent to each director immediately after being passed, and no other notice is required for any regular board meeting, unless the Act or these Rules require that the purpose of the meeting or the business to be transacted at it be specified in a notice.

**Notice of emergency meeting**

- 125** In an emergency, the president of the Association may call a meeting of the directors by giving each director at least 48 hours written or oral notice of the meeting.

**Notice of adjourned meeting**

- 126** Notice of an adjourned meeting of directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

**Meeting valid despite failure to give notice**

- 127** The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, a director does not invalidate any proceedings at that meeting.

**Quorum of the board**

- 128** A quorum of the board is a majority of the total number of directors authorized by the Association under Rule 105.

**Chair**

- 129** (1) The president of the Association or, in the absence of the president, the vice-president must chair all meetings of the board.
- (2) If both the president and vice-president are absent from a meeting of the board, the directors present must appoint one of their number to chair the meeting.

**Voting at meetings**

- 130** Questions arising at any meeting of the directors are to be decided by a majority of votes, unless the Act or these Rules require otherwise and, in the case of an equality of votes, the chair does not have a second or casting vote.

**Minutes of directors' meetings**

- 131** The minutes of the proceedings of the directors must be kept in accordance with the Act.

*[CAA, 1999, section 137]*

**Transaction of business without a meeting**

- 132** A resolution of the directors may be passed without a meeting in accordance with the Act and these Rules.

*[CAA, 1999, section 77]*

**Effective date of written resolution**

- 133** A resolution referred to in Rule 132 is effective from the date specified in the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

**How written consent may be given**

- 134** For the purposes of a resolution referred to in Rule 132, written consent may be provided by telegram, telex, facsimile transmission or any other method of transmitting legibly recorded messages.

**Meetings by conference telephone**

- 135** A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium in accordance with the Act.

*[CAA, 1999, section 77]*

**PART 18 – COMMITTEES OF DIRECTORS****Appointment of committees**

- 136** (1) The board may, by resolution, appoint one or more committees consisting of the director or directors that the board consider appropriate to exercise the powers delegated by the board to them as authorized by the Act.
- (2) Any committee so formed, in the exercise of the powers delegated to it, must
- (a) conform to any terms of reference that may from time to time be imposed on it by the directors, and
  - (b) report every act or thing done in the exercise of those powers to the earliest meeting of the directors held next after the act or thing has been done.

*[CAA, 1999, section 76]*

**Variation of terms of reference**

- 137** The board may vary, add to or limit the terms of reference of any committee of directors.

**Time and place of committee meetings**

- 138** The members of a committee of directors may meet and adjourn as they consider appropriate.



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**Quorum**

- 139** Unless the board determines otherwise, each committee of directors has the power to fix its quorum at not less than a majority of the committee members.

**Vacancy**

- 140** If there is a vacancy on a committee of directors, the remaining committee members may exercise all the powers of the committee as long as a quorum of the committee remains in office.

**Chair**

- 141** A committee of directors may elect a chair of its meetings but, if no chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee may, by resolution, choose one of their number to chair the meeting.

**Voting at committee meetings**

- 142** Questions arising at any meeting of a committee of directors are determined by a majority of votes of the members present, and in case of an equality of votes the chair has no second or casting vote.

**Minutes of committee proceedings**

- 143** The minutes of the proceedings of a committee of directors must be kept in accordance with the Act.

*[CAA, 1999, section 137]*

## **PART 19 – OFFICERS**

**Appointment of president and vice-president**

- 144** The board must appoint, by resolution, a president and a vice-president of the Association from among the directors.

**Appointment of other officers**

- 145** (1) The board may appoint, by resolution, a secretary, a treasurer and other officers that the board determines are necessary.
- (2) The officers appointed under subrule (1) may be, but need not be, directors.

**One person may hold more than one office**

- 146** Two or more offices of the Association may be held by the same individual.

**Powers and duties of officers**

- 147** Subject to the Act, the board may specify the powers, duties and responsibilities of the officers appointed, and may vary, add to, or limit the powers, duties, and responsibilities of any officer.

*[CAA, 1999, section 105]*

**Term of office and remuneration**

- 148** (1) The board must determine the term of office and the remuneration of any officer it appoints.
- (2) The board, in its discretion, may remove any officer of the Association without prejudice to that officer's rights under any employment contract.

**PART 20 – CONFLICT OF INTEREST RULES FOR DIRECTORS AND OFFICERS**

**Act applies**

- 149** The directors and officers of the Association are governed by the disclosure and conflict of interest rules set out in the Act.

*[CAA, 1999, Part 6, Division 2]*

**PART 21 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Act applies**

- 150** The Association must indemnify the directors and officers in accordance with the Act.

*[CAA, 1999, Part 6, Division 3]*

**PART 22 – FINANCES**

**Borrowing powers**

- 151** The directors may, for the purposes of the Association, on behalf of the Association,
- (a) borrow or raise money in the manner and amount, from the sources, on terms and conditions, and
  - (b) issue notes, bonds, debentures and other debt securities
- as the directors consider appropriate.

**Investment powers**

- 152** Subject to any limitations adopted by the directors, and, if applicable, to Rule 153, the directors may invest the funds of the Association in the manner they consider appropriate.

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**Limitations on investing**

- 153** (1) The directors must not invest any of the funds of the Association over \$.....[enter amount] at any one time without the prior approval by special resolution of the members or unless the money is to be invested in a security or class of securities in which trustees are permitted to invest trust funds under the *Trustee Act*.
- (2) The Association must not provide loans on the security of its shares.

**Auditor**

- 154** (1) Subject to and in accordance with the Act, the directors must appoint the first auditor and the Association must appoint subsequent auditors, if any.
- (2) The duties and rights of the auditor are governed by the Act.

[CAA, 1999, Part 7]

**Accounting records**

- 155** The directors must cause accounts to be kept in accordance with the Act.

[CAA, 1999, section 138]

**Financial year**

- 156** The financial year of the Association ends on the date fixed by the directors.

**Use of surplus funds**

- 157** The directors must apply surplus funds arising from the operation of the Association in a financial year as follows:
- (a) first, to the reserves required by Rule 158;
  - (b) next, to retire all or a portion of any deficit previously incurred by the Association, as the directors determine is appropriate;
  - (c) last, to patronage returns or dividends as recommended by the directors.

**Reserves**

- 158** The directors must set aside as reserves for meeting contingencies at least 10% of the surplus funds arising from the operations of the Association in each financial year until those reserves are equal to the following percentages of paid up share capital at the date of apportionment under Rule 157:
- (a) if the paid up share capital is \$25 000 or less, 30%;
  - (b) if the paid up share capital is greater than \$25 000 but not greater than \$50 000, 20%;
  - (c) if the paid up share capital is greater than \$50 000 but not greater than \$100 000, 10%;
  - (d) if the paid up share capital exceeds \$100 000, the percentage, if any, determined by resolution of the members.

**Application of reserves**

- 159** Subject to the Act and these Rules, reserves must be available to meet contingencies and until required for that purpose may be employed in any manner the directors consider appropriate.

*[CAA, 1999, sections 8, 9, 66]*

**Patronage returns**

- 160** Subject to and in accordance with the Act and the Rules in this Part, the Association may allocate among and credit or pay to the members patronage returns.

*[CAA, 1999, section 9]*

**When payment of patronage returns prohibited**

- 161** The Association must not pay any patronage return if there are reasonable grounds for believing that
- (a) the Association is unable to pay its liabilities as they become due in the ordinary course of business, or
  - (b) paying the patronage return would
    - (i) render the Association unable to pay its liabilities as they become due in the ordinary course of business, or
    - (ii) cause the realizable value of the Association's assets to be less than its liabilities.

**Directors must recommend dividend or patronage return**

- 162** The directors must report to each annual general meeting the state of the Association's financial affairs and the amounts, if any, which they recommend to be paid by way of dividend or patronage return.

**Association to declare dividend or patronage return**

- 163** Subject to Rules 157 and 164, the Association may declare dividends and patronage returns in accordance with the Act, but a dividend or patronage return must not be paid except out of surplus funds and must not exceed the amount recommended by the directors.

*[CAA, 1999, section 66]*

**Payment of dividends on membership shares**

- 164** The Association may pay dividends at rates not exceeding 8% yearly on the paid up amount of membership shares.

**Association may apply dividends or patronage returns**

- 165** The Association may apply any dividend or patronage return credited to a member to the unpaid amount on any membership shares held by that member, but the amount so applied must not exceed the amount unpaid.

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## **PART 23 – DISPUTE RESOLUTION**

### **Disputes to be referred to arbitration committee of members**

**166** A dispute that under the Act may be submitted for arbitration must be referred to an arbitration committee of 3 members of the Association in accordance with this Part.

*[CAA, 1999, section 208]*

### **Commencement of arbitration proceedings**

**167** (1) An arbitration referred to in Rule 166 must be commenced in accordance with the Act.

(2) If notice is provided to a director under subrule (1), that director must promptly provide the Association with a copy of the notice.

*[CAA, 1999, section 208]*

### **Nomination of committee members**

**168** Within 14 days of receipt of a notice referred to in Rule 167, the president of the Association and the other party must each nominate one member of the Association as a member of the arbitration committee, and the third member must be appointed by the 2 nominated members.

### **Failure to nominate committee**

**169** If for any reason an arbitration committee has not been appointed within 6 weeks after the first member is nominated to the committee, on application by a party, the Supreme Court of British Columbia may appoint the members of the arbitration committee not appointed under Rule 168.

### **Consolidation of disputes**

**170** Disputes that have arisen between the Association or a director and different parties may be heard in one arbitration if

- (a) the disputes are similar, and
- (b) all parties agree on the appointment of the arbitration committee and the steps to be taken to consolidate the disputes into the one arbitration.

### **Procedure**

**171** (1) Subject to these Rules, the arbitration committee may conduct a hearing in the manner it considers appropriate, but each party must be treated fairly and must be given full opportunity to present its case.

(2) Each party to the dispute must submit to the arbitration committee a written statement describing the nature of the dispute and a summary of the evidence the party intends to present at the hearing.

- (3) The arbitration committee must hold a hearing as soon as possible at a location that is convenient to both parties.
- (4) The arbitration committee may determine whether the hearing is open to all members of the Association.
- (5) Each party to the dispute must attend the oral hearing, if any, and may be represented by another person including a lawyer.
- (6) If both parties agree, the hearing may consist of an exchange of written statements or any other procedure.

**Examination and evidence**

- 172**
- (1) A party to the dispute is a compellable witness at an oral hearing.
  - (2) Witnesses at an oral hearing must
    - (a) respond fully to questions asked by members of the arbitration committee, and
    - (b) produce all relevant records that the arbitration committee may require.
  - (3) Each party may present or rebut evidence and may examine or cross-examine witnesses at an oral hearing.
  - (4) The arbitration committee is not bound by the rules of evidence and may admit as evidence any oral testimony or any record that the arbitration committee considers is credible or trustworthy and relevant to an issue in dispute between the parties.

**Decision must be in writing and signed by committee members**

- 173**
- (1) The arbitration committee may make whatever decision it considers just having regard to the Act, the regulation, the memorandum of the Association, these Rules and the evidence presented by the parties.
  - (2) The decision must be in writing and signed by each member of the arbitration committee.
  - (3) Within 4 weeks of the date of the decision, the arbitration committee may vary a decision to correct a clerical or typographical error or omission, or a similar type of error or omission.

**Costs of arbitration**

- 174** Parties to an arbitration must bear their own costs.

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## PART 24 – NOTICES

### Notice to directors, members, investment shareholders and other persons

- 175** Unless otherwise specified in the Act or these Rules, any notice required to be given to a director, member, investment shareholder or any other person must be in writing and is sufficiently given if it is
- (a) delivered personally,
  - (b) delivered to the person's last known address, as recorded in the Association's register of members or investment shareholders or other record of the Association,
  - (c) mailed by prepaid mail to the person's last known address, as recorded in the Association's register of members or investment shareholders or other record of the Association,
  - (d) sent to the person by facsimile transmission to a telephone number provided for that purpose, or
  - (e) served in accordance with Rule 182 or 183.

*[CAA, 1999, section 147]*

### Notice to Association

- 176** Unless otherwise specified in the Act or these Rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is
- (a) delivered to the registered office of the Association,
  - (b) mailed to the registered office of the Association by prepaid mail,
  - (c) sent by facsimile transmission to a telephone number provided for that purpose, or
  - (d) served in accordance with the Act.

*[CAA, 1999, section 28]*

### Deemed receipt

- 177**
- (1) A notice given in accordance with Rules 175 (b) or 176 (a) is deemed received when it is delivered.
  - (2) A notice given in accordance with Rules 175 (c) or 176 (b) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.
  - (3) A notice given in accordance with Rules 175 (d) or 176 (c) is deemed to be received at the time the notice is sent by facsimile.

### Computation of time

- 178** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving notice must be excluded and the date of the meeting or other event must be included.

**Undelivered notices**

- 179** If a mailed notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.

**Omissions, non-receipt and errors**

- 180** The accidental omission to give a notice to, or the non-receipt of a notice by, a member, investment shareholder, director, officer, auditor or member of a committee of the board, or an error in a notice that does not affect the substance of it, does not invalidate any action taken at a meeting held in accordance with, or otherwise founded on, that notice.

**Persons entitled by death or operation of law bound by notice in certain circumstances**

- 181** A person who, by operation of law, transfer, death of a member, or any other means, becomes entitled to a share in the Association, is bound by every notice in respect of the share that has been duly given to the member from whom that person derives title to the share before the person's name and address were entered on the register of members or investment shareholders and before the person furnished the Association with the proof of authority or evidence of the person's entitlement.

**PART 25 – SERVICE OF DOCUMENTS****Service by the Association**

- 182** (1) A notice or other document required by the Act to be served by the Association may be served by
- (a) mailing it by registered mail to the last known address of the intended recipient, as recorded in the Association's register of members or investment shareholders or other record of the Association, or
  - (b) personal service.
- (2) A notice or other document served under subsection (1) (a) is deemed received on the second day, not including Saturday and holidays, after the date of mailing.

**Service on the Association**

- 183** Service on the Association must be in accordance with the Act.

*[CAA, 1999, section 28]*

**PART 26 – CORPORATE SEAL AND EXECUTION OF INSTRUMENTS****Use of corporate seal**

- 184** The directors may provide a seal for the Association and may determine its form.



**Custody of seal**

**185** The directors must provide for the safe custody of the seal, which must be stored at the registered office of the Association.

**Who may attest seal**

**186** The seal must not be impressed on any instrument unless that impression is attested by the signature or signatures of

- (a) any 2 directors,
- (b) an officer and a director, or
- (c) one or more directors, officers or other persons as determined by resolution of the directors.

**Execution of documents where no seal**

**187** Subject to Rule 35, if the directors have not adopted a seal for the Association, instruments may be executed on behalf of the Association by the persons specified in Rule 186.

**PART 27 – RECORDS**

**Records of the Association**

**188** Retention of, and entitlement and access to, records of the Association are governed by the Act.

*[CAA, 1999, Part 8, Divisions 1, 2, 3]*

**PART 28 – ALTERATION OF MEMORANDUM OR RULES**

**Alteration of memorandum or Rules**

**189** Amendments to the memorandum and Rules of the Association must be in accordance with the Act and these Rules.

*[CAA, 1999, Part 5, Division 1]*

**Note:** The following information must be provided for each subscriber. Each subscriber must sign his or her full name in the presence of a witness on two original copies of these Rules. Only one witness is required, providing that he or she witnesses the signature of each subscriber, in which case the signature, name, and address of the witness may appear after the signatures of the subscribers.

.....

Signature of subscriber

.....

Signature of witness

.....	.....
Name of subscriber ( <i>print</i> )	Name of witness ( <i>print</i> )
Date.....	.....
[ <i>year, month, day</i> ]	Address of witness

**SCHEDULE C**

FORMS 1 TO 6

Repealed. [B.C. Reg. 265/2008, s. 4.]

FORM 7

**NOTICE OF RESOLUTION AND RIGHT TO DISSENT**

*Cooperative Association Act (Section 163 (1) (b) )*

To complete this form please type or print clearly.

Notice by ..... [*name of Association*]  
to ..... [*name and address of member  
or investment shareholder*]:

**TAKE NOTICE** that on ..... [*year, month, day*] a resolution, a copy of which is attached, is to be considered at

- a general meeting, or
- a class meeting of Class ..... shares.

You may dissent in respect of the resolution by giving the Association a written notice of dissent by registered mail addressed to the Association at ..... [*address of registered office of the Association*], or by any manner of service permitted by the Rules of the Association, until ..... [*date to be calculated in accordance with section 164 (1) of the Cooperative Association Act*].

If, within 30 days of giving notice of dissent, you deliver to the Association

- (a) all your membership share certificates and all the share certificates for investment shares you own that may be held only by members, if you are dissenting as a member, or
- (b) all the share certificates for your investment shares, if you are dissenting as an investment shareholder,

the Association must send you

- (c) a written offer to pay you the amount it estimates to be the reasonable value of your shares, and
- (d) an explanation of how that estimate was made.

If you accept the offer made by the Association, it must pay the amount offered to you promptly after it has received your acceptance of its offer.

If you do not accept the Association's offer, or the Association has failed to make an offer (and has not applied to the court to fix the value of the shares of the dissenters), you may apply to the court to fix the value of your shares.

.....  
Signature

.....  
Name (print)

.....  
Relationship to Association

Date: ..... [year, month, day]

**FORM 8**

Repealed. [B.C. Reg. 265/2008, s. 4.]

**FORM 9**

[en. B.C. Reg. 12/2014, s. 3.]

To: [full name and address of person] .....

**NOTICE OF RIGHT TO APPEAL**

**(Breach of Material Condition or Conduct Detrimental)**

*Cooperative Association Act (Section 37 (2.1) )*

On the ..... day of ....., 20....., [date of general meeting at which the resolution confirming the termination of membership by the directors was passed] the ..... [name of housing cooperative] confirmed by ordinary/special resolution [indicate type of resolution] the decision of the directors to terminate your membership in the housing cooperative.

In accordance with section 37 (3) of the *Cooperative Association Act*, you may appeal the termination of your membership to the Supreme Court of British Columbia within 30 days after the date on which you are served with this notice on any one or more of the following grounds:

- the housing cooperative failed to observe the principles of natural justice in terminating the membership;
- the decision of the housing cooperative is not reasonably supported by the facts;
- the decision of the housing cooperative is not authorized by section 35 of the *Cooperative Association Act*.

FORM 9.1

[en. B.C. Reg. 12/2014, s. 4; am. B.C. Reg. 156/2018, App. s. 3.]

To: [full name and address of person] .....

**NOTICE OF RIGHT TO APPEAL**

**(Non-Payment)**

*Cooperative Association Act (Section 36 (3))*

On the ..... day of ....., 20....., [date of directors' meeting at which the resolution terminating the person's membership was passed], the directors of ..... [name of housing cooperative] passed, by the required majority, a resolution to terminate your membership in the housing cooperative for non-payment of rent, occupancy charges or other money due by you to the housing cooperative in respect of residential premises.

In accordance with section 37 (3) of the *Cooperative Association Act*, you may appeal the termination of your membership to the Supreme Court of British Columbia within 30 days after the date on which you are served with this notice on any one or more of the following grounds:

- the housing cooperative failed to observe the principles of natural justice in terminating the membership;
- the decision of the housing cooperative is not reasonably supported by the facts;
- the decision of the housing cooperative is not authorized by section 35 of the *Cooperative Association Act*.

FORM 10

Repealed. [B.C. Reg. 265/2008, s. 4.]