

Proposed Amendments for the NB Media Co-op to comply with the new Cooperatives Act in New Brunswick

September 8, 2020

Current bylaws	Proposed amendment
<p>4.5.6. Sustainers. Sustainers are members that support the Co-op financially. Each Sustainer must support the objectives of the Co-op.</p> <p>If a member wishes to withdraw from the association, they must give notice in writing addressed to the secretary of the board. The board shall deal with such withdrawal application subject to section 27 of the Act.</p> <p>If a member wishes to withdraw from the association, they must give notice in writing addressed to the secretary of the board. The board shall deal with such withdrawal application subject to section 27 of the Act.</p>	<p>Change: Make the last paragraph found in Article 4.5.6. a new section under Article 4.</p> <p>4.6. If a member wishes to withdraw from the association, they must give notice in writing addressed to the secretary of the board. The board shall deal with such withdrawal application subject to section 27 of the Act.</p>
<p>Article 5.3 is missing</p>	<p>Change: Fix the numbering in Section 5 of the bylaws (Article 5.4 becomes Article 5.3 and so on)</p>
<p>5.4. Notice. Notice of Members' Meetings shall be emailed to each Member at the last given address in the register of Members, not less than fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. Notice of a special general meeting shall specify the business to be transacted thereat. If a member has specified that they do not communicate with email, notice shall be mailed.</p>	<p>Change: Addition in bold</p> <p>5.3. Notice. The notice of a meeting of the members or investment shareholders must be posted at the registered office of the cooperative or provided electronically in accordance with section 96 of the General Rule. Notice of Members' Meetings shall be emailed to each Member at the last given address in the register of Members, not less than fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. Notice of a special general meeting shall specify the business to be transacted thereat. If a member has specified that they do not communicate with email, notice shall be mailed.</p>

<p>5.9. Voting. Unless otherwise specified by the Act or regulation, any question coming before a Members' Meeting shall be determined by a majority vote of the members present following a period of discussion, and in case of an equality of votes, the chair presiding at any Members' Meeting has a casting vote.</p>	<p>Change: Addition to 5.9: VOTING</p> <p>5.9.1 Voting in person at a meeting of the members of a cooperative takes place by a show of hands or another similar method except when a ballot is demanded by a member at the meeting. A member may demand a ballot either before or after a vote by show of hands or other similar method. A ballot is required for the election of directors when the number of nominees exceeds the number of directors to be elected.</p> <p>5.9.2. Voting and participating. A member of the cooperative may participate and vote in a meeting of members of the cooperative by means of a telephonic, electronic or other communication facility if the facility permits all persons participating in the meeting to communicate adequately with each other during the meeting.</p>
<p>7.1. Qualifications. A Board of Directors Member shall be a member of the Co-op who is in good standing; age eighteen (18) or over; and not in a state of bankruptcy.</p>	<p>Change: Addition to 7.1. Board of Directors</p> <p>7.1.1 A person is not qualified to be a director if the person:</p> <ol style="list-style-type: none"> 1. is not an individual 2. is less than 19 years of age 3. has been found by a court in Canada or elsewhere to be incapable of managing his or her affairs, 4. has the status of bankrupt. <p>A person is not qualified to be a director if the person has been convicted of an offence involving fraud or theft or conspiracy to commit an offence involving fraud or theft under the Criminal Code (Canada) or under the criminal law of a jurisdiction outside of Canada and less than three years have</p>

	<p>elapsed since</p> <ol style="list-style-type: none"> 1. the conviction has become final by reason of lapse of time or of having been confirmed by the highest court to which an appeal may be taken, 2. a fine was imposed, 3. or the term of imprisonment or probation imposed, if any, was concluded. <p>A person is not disqualified if, in relation to the conviction, the person has been granted a pardon, or a record suspension has been ordered under the Criminal Records Act (Canada), and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.</p>
<p>7.3. Number of Board of Directors Members. The Board of Directors will consist of a group of three positions.</p>	<p>Change: addition of “a minimum”</p> <p>7.3. Number of Board of Directors Members. The Board of Directors will consist of a minimum group of three positions.</p>
<p>7.4. Voting for Board of Directors Members. All members will be eligible to vote for the Board of Directors positions at the Annual General Meeting or at a Special General Meeting of the members.</p>	<p>Change: Addition to 7.4. Voting for Board of Director Members</p> <p>7.4.1. At each annual meeting, directors shall be elected to replace those retiring and directors elected at any annual meeting shall hold office for three years.</p> <p>7.4.2. A ballot is required for the election of directors when the number of nominees exceeds the number of directors to be elected.</p>
<p>7.5. Re-election, Term and Rotation of Office. Board of Directors Members shall be eligible for re-election.</p>	<p>Change: Addition to ARTICLE 7: BOARD OF DIRECTORS, 7.5. Re-election</p> <p>7.5.1. Directors of the cooperative may be re-</p>

	<p>elected but shall not serve more than three consecutive three-year terms without a lapse of at least one year.</p>
	<p>Addition to ARTICLE 7: BOARD OF DIRECTORS</p> <p>7.11. Voting and participating. A director of the cooperative may participate and vote in a meeting of the directors of the cooperative by means of a telephonic, electronic or other communication facility if the facility permits all persons participating in the meeting to communicate adequately with each other during the meeting.</p>
	<p>Addition of a new article</p> <p>ARTICLE 13: DISPUTE RESOLUTION</p> <p>13. 1. Dispute resolution. If a dispute arises out of or is related to the articles or by-laws of a cooperative, or is related to any aspect of the operations of the cooperative, and if this dispute cannot be resolved in private meetings between the member(s) and the cooperative, then without prejudice to or in any other way derogating from the rights of the members set out in the Act, articles or by-laws, as an alternative to a law suit or legal action, the dispute must be settled by a process of dispute resolution as follows:</p> <p>13.2 Mediation. The dispute or controversy shall first be submitted to mediation before either a panel of mediators whereby each party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator (or, if the parties agree, submitted to mediation before one or two agreed upon mediators), and the mediator(s) will then meet with the parties in question in an attempt to mediate a resolution between the parties;</p> <p>13.3 Arbitration. If the parties are not successful in resolving the dispute through mediation, then</p>

the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the New Brunswick Arbitration Act.

If the matter proceeds to arbitration, the parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind, and that the decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

13.4. Responsibility for costs of dispute resolution. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.