

## THE CO-OPERATIVE ASSOCIATIONS ACT

### ARTICLES OF INCORPORATION AND BY-LAWS FOR A NONPROFIT CO-OPERATIVE LIMITED BY MEMBERSHIP FEE

1. NAME: The name of the association is The Loaded Ladle Halifax Co-operative Ltd.
2. OBJECTIVES: The objectives for which the co-operative is established are to carry on, on a co-operative basis:
  - a. the provision of free vegan food to Dalhousie University and University of Kings College students and community members;
  - b. Education on issues of food justice and sustainability to Dalhousie University and University of Kings College students and community membersIncluding the acts and things set forth under Section 16 of the Co-operative Associations Act.

PROVIDED THAT, if for any reason, the operations of the Co-operative are terminated or wound up or dissolved and there remains at that time, after satisfaction of all its debts and liabilities, and property whatsoever, the same shall be given and paid to some other nonprofit organization in Canada having objects similar to those of the Co-operative.

PROVIDED THAT, the Co-operative shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Co-operative shall be used solely for the purpose of the Co-operative, and the promotion of its objects.

PROVIDED THAT, no part of the income of the Co-operative shall be payable to or otherwise available for the personal benefit of any member thereof.

PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly and profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by them in the performance of their duties.

3. LIABILITY: The liability of the members is limited.
4. REGISTERED OFFICE:
  - a. The registered Office of the Co-operative shall be:  
B24-6136 University Avenue, Halifax, NS B3H 4R2  
902-424-2140 [info@loadedladle.com](mailto:info@loadedladle.com)
  - b. The board may from time to time determine the place or places at which the business of the Co-operative shall be carried on.
5. THE SEAL: The seal of the Co-operative shall be such as to make a circular impression having two circles between which are the words. "The Loaded Ladle Halifax Co-operative Ltd", and inside the inner circle, the words, "Incorporated 2011".

6. FINANCIAL YEAR: the financial year of the co-operative shall be the first day of april to the last day of March.
7. WITHDRAWALS: Members' application to withdraw their membership and shares shall be made in writing to the board and shall be subject to a policy of the board of directors.
8. MEMBERSHIP: The Board shall determine the conditions of membership including requirements to pay equity in the form of fees. Members shall withdraw or be e3xcluded from membership, according to Section 29 and Regulations 4 and 6 of the Co-operative Associations Act, and also if a member acts contrary to the best interests of the Co-operative.
9. MEETINGS:
  - a. The annual meeting of the members shall be held within four months of the year-end. Special meetings shall be called by the secretary as directed by the directors, or by a writte4n request of the members as per Section 5(2) or Regulation 17 of the Co-operatives Associations Act. All meetings shall be at such time and place as the directors or the inspector may from time to time determine.
  - b. At all meetings, 50% attendance by board members plus any number of members shall constitute a quorum.
  - c. Notice of annual or special meetings shall be posted prominently in the place of business of the Co-operative and shall also be mailed electronically to each of the registered members at least ten days prior to the meeting.
10. BOARD OF DIRECTORS:
  - a. The Board shall consist of 8-10 members. A minimum of 3 spots will be reserved for DSU members and it is recommended that there be at least one representative from the Sexton Campus. A minimum of 1 spot will be reserved for a King's student member. A minimum of 1 spot will be reserved for a Community Member.
  - b. The directors shall meet as often as the business of the Co-operative may require but not less than tice annually. A quorum shall consist of 50% of directors.
  - c. If a vacancy shall occur in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members hold an election to complete the term of vacancy.
  - d. Eligibility for election to the board of directors:
    1. Agrees with the objectives of the Co-operative;
    2. Accepts leadership position when requested; and
    3. Supports the Co-operative whenever possible.
11. DUTIES OF OFFICERS: The Board may appoint a president, secretary and other officers who are responsible to the board. Their duties shall be specified by the board.
12. FEES AND LOANS:
  - a. The board shall determine the conditions of membership including the requirements to pay equity in the form of fees. The membership fee is \$9.00 per annum. The fee is repayable in full to those who opt out within the designated semi-annual period.
  - b. Member loans may be issued. Interest rates shall not exceed 0.00% per annum.

13. GENERAL RESERVE: A general reserve shall be created by allocating from retained earnings each year 100% of the surplus.

14. BORROWING POWERS:

- a. The Co-operative is hereby authorized to borrow money from its members for specific periods of time at specific rates of interest.
- b. The Co-operative is authorized to exercise all and every power to borrow money and to secure payment thereof which is conferred upon it by the Nova Scotia Co-operative Associations Act, Chapter 98 of the Acts of 1989.
- c. The directors of the Co-operative may exercise all such powers and to all such acts and things as may be exercised or done by the Co-operative in respect of the borrowing of money, and the provision of security for such borrowing, as has been delegated to the directors by the Co-operative.
- d. The directors of the Co-operative shall not, on behalf of the Co-operative, authorize or approve capital borrowings or the guarantee of capital borrowings in excess of a total of zero dollars (\$0.00) in a single fiscal year without having obtained formal approval from a meeting of the members of the Co-operative by way of special resolution.

15. DISSOLUTION: If for any reason the affairs of the Co-operative are dissolved or wound up and there remains, after the satisfaction of all liabilities, including shares and/or member loans, any property whatsoever, it shall be paid to a nonprofit organization whose objective are similar to those of the Co-operative.

16. CORPORATE INDEMNIFICATION: subject to the provisions of the (NS) Co-operatives Associations Act, every director and senior officer or their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Co-operative, from and against:

- a. All costs, charges and expenses whatever that such director or officer sustains or incurs in or out of any action, suit or proceeding that is brought, commenced or prosecuted against the director or officer, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the director or officer in or about the execution of the duties of their office, and
- b. All other costs, charges and expenses that the director or officer sustains or incurs in or about or in relation to the affairs thereof.