



**The Loaded Ladle Halifax Co-operative Limited  
(RJS ID 3255104)  
Non-profit Articles and By-Laws**

**1. NAME**

The official name of the association is The Loaded Ladle Halifax Co-operative Limited.

**2. OBJECTIVES**

The objectives for which the co-operative is established are to carry on, on a co-operative basis:

- Action to coordinate and administrate student-run food services at Dalhousie and affiliated Universities; and
- Engagement in critical dialogue on campus and in the community about food security, food justice and food sovereignty,

including the acts and things set forth in Section 16 of the Co-operatives Association Act.

PROVIDED THAT, if for any reason, the operations of the Co-operative are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all debts and liabilities, and property whatsoever, the name 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 any profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by her/him/(they/etc.) in the performance of her/his/(their/etc.) duties.

**3. LIABILITY**

The liability of members is limited.

**4. REGISTERED OFFICE:**

(a)The registered Office (and mailing address) of the Co-operative shall be:

6136 University Avenue, Halifax, NS, B## ###

Tel: 902-494-6662 Fax: n/a Email: info @loadedldle.com Web: [www.loadedladle.com](http://www.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 Cooperative, Limited", and inside the inner circle the words, "Incorporated 20XX".

#### 6. FINANCIAL YEAR

The financial year of the Cooperative shall be the first day of April to the last day of March.

#### 7. WITHDRAWALS

Members' applications to withdraw their memberships 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 the requirements to pay equity in the form of fees or shares. Members shall withdraw or be excluded 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 held when called by the secretary as directed by the directors, or by a written request of the members as per Section 5(2) or Regulation 17 of the Co-operative Associations Act. All meetings shall be at such place as the directors or the Inspector may from time to time determine.

(b) At all meetings **five** of the members shall constitute a quorum.

© Notice of annual or special meetings shall be posted prominently in the place of business of the Co-operative and shall also be mailed by post to the registered address of the members at least ten days prior to the meeting.

#### 10. BOARD OF DIRECTORS

The board of directors shall consist of eight directors who shall be elected for a term of one year arranged so that eight directors are elected each year. The maximum number of consecutive terms a director may serve is **five**.

#### 11. DUTIES OF OFFICERS

The board may appoint a president, secretary and other officers who are responsible for the board. Their duties shall be specified by the board.

#### 12. SHARES AND MEMBER LOANS

(a) The board shall determine the conditions of membership including the requirements to pay equity in the form of fees or shares.

*✓ For Co-operatives limited by membership fee:*

The membership fee is nine dollars (\$9.00) per annum. The membership fee is not repayable.

(b) Member loans may be issued. Interest rates shall be determined by the board of directors but shall not exceed 5% 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, Acts of 1989.

© The directors of the Co-operative may exercise all powers and to all such acts and things as may be exercised or done by the Co-operative in respect to 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 any amount 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 satisfaction of all liabilities, including shares and/or members loans, any property whatsoever, it shall be paid to a nonprofit organization whose objectives are similar to that of the Co-operative.

### 16. CORPORATE INDEMNIFICATION

Subject to the provisions of the Nova Scotia Co-operative Associations Act, every director or senior officer of his/her(/their/etc.) 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 to 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 his/her(/their/etc.) 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.

**ATTACH SUBSCRIBERS LIST**

### **Article III: Membership**

The Loaded Ladle has an open membership structure. All students and community members are welcome to become members.

a): Dalhousie and Kings Student Members: The Loaded Ladle receives funding via student levies of \$2.25 for each part-time and \$4.50 for each full-time Halifax-based Dalhousie and Kings student per semester. Any student who pays this levy who does not opt-out (Section 2) is considered a member.

b) Community Members: Any person who is not a Dalhousie or Kings student will be considered a "community member." Any person who pays a membership fee of \$4.50 per semester (or \$9 per year) is considered a member.

Loaded Ladle paid staff can become members if they pay the membership fee, either by way of a student levy or the community membership fee.

There will be no difference in voting privileges or membership status between Student Members and Community Members, except where in the DSU (Dalhousie Student Union) policies it requires DSU members to hold certain positions or roles as per our agreement as a levied society

#### **Section 4: Revocation of Membership**

Pursuant to the Cooperatives Associations Act, membership can be revoked in accordance with Section 29 (2) of the Act

### **Article IV: Meetings**

#### **Section 1: General Meetings**

- a. General meetings will occur monthly during the academic year and on an as-needed basis during the summer. It is required that all Board members and staff attend General meetings, or send regrets. All members of the Loaded Ladle are welcome and encouraged to attend General meetings and will have a vote.
- b. The purpose of general meetings is, but is not limited to,
  1. an opportunity for the Loaded Ladle members, the board, and staff to meet as a group in order to discuss the direction of programming and services of the Loaded Ladle;
  2. address concerns of members, staff or board members;
  3. make decisions around finances and other activities of the organization
- c. Quorum: Quorum for any meeting is five members.

#### **Section 2: Open Meetings**

- a. Open Meetings will occur on a weekly basis. It is mandatory for all staff to attend open meetings, or send regrets. The purpose of open meetings is to discuss daily activities and operations of the Loaded Ladle.

- b. Open Meetings are open to all members of the Loaded Ladle. Decision-making can only happen at Open Meetings quorum is met. Members are encouraged, but not required to attend Open Meetings.

### **Section 3: Voting(special Resolutions)**

Voting on special resolutions must be done by members who are present in person at the meeting. There is no remote or proxy voting permitted on special resolutions.

### **Section 4: Annual General Meeting**

The Annual General Meeting will be held once a year. A minimum of 10 days' notice of an AGM must be given to the general membership. The chair of the AGM shall be a Board member who does not intend to retain their position on the Board for the following year. If this cannot be found, a volunteer who does not intend on running for Board elections the following year will chair the meeting.

The following shall be addressed at the AGM:

- a. Annual Report, including:
- b. Report from the Board
- c. Report on the society's financial standing, including an annual report and ~~a report on~~ recommendations for the following year's budget
- d. Report on the activities and undertakings of the society
- e. Elections
- f. Other business as it arises including, but not limited to review of the society's constitution

An item shall be passed once consensus is reached. If consensus cannot be reached, a 2/3 majority vote shall be required. Quorum at an Annual General Meeting is 5 members of the Loaded Ladle Halifax Co-operative. All members may vote at the Annual General Meeting.

### **Article V: Finance and Audit**

Section 1: Funds for the Loaded Ladle will come from a variety of sources. Funds will be obtained through the student levy, donations at servings, the Dalhousie Student Union, if granted, and other sources.

Section 2: Two to four officers, at least one of which must be a member of the Dalhousie Student Union, will be the signing officers for all of the society's finances. One or more staff member(s) may also be a signing officer, but it is not required.

- a) No executive or staff member may sign a cheque made out to themselves.

- b) The decision of appointing signing officers will be a decision of the Board made at the first meeting of each academic year, and revisited if needed at subsequent meetings.
- c) Any two (2) of these signatures are required for cheque payment or bank withdrawal..

Section 3: The Loaded Ladle's fiscal period runs for 12 months ending March 31st.

Section 4: The Loaded Ladle will be audited by the DSU each semester.

Section 5: Budget is approved at a General Meeting and can be altered or approved at a subsequent Meeting where quorum is met and consensus is reached, with the agenda item being advertised to Board members at least a week in advance.

#### **Article VI: Internal Policies**

In addition to the NS Cooperatives Association Act and Loaded Ladle governing documents (Constitution, By-Laws), the Loaded Ladle's Internal policies govern the operations of the society.