



CHARTER BY-LAW NO. 1 (as amended)

ARTICLE 1. - INTERPRETATION

1. "Act" means the Canada Co-operative Associations Act, R.S.C. 1985, c. C-40 as amended and any act passed in substitution thereof.
2. "Board" means the Board of Directors of the Federation and "Directors" has the same meaning.
3. "Federation" means HEALTH CARE CO-OPERATIVES FEDERATION OF CANADA.
4. "good standing" means that a Member is not in arrears in respect of any dues or other financial obligations of such Member to the Federation, and has complied with all other requirements of Membership.
5. "Member" or "Membership" means, collectively, Regular Members, Associate Members, Regional Federation Members and Honorary Members and any other approved by the Federation unless the context determines it to be otherwise.
6. "Members' Meeting(s)" means the annual general meeting of the Members, and any special general meetings of the Members of the Federation.
7. "Delegate" means the member of a Member chosen by the Member to vote on behalf of that member.
8. "Representative" means any member of a Member attending a meeting. Such Representatives are eligible to advise the Delegate on how to vote.
9. "Observer" means any participant at a meeting other than the Delegate or Representative of a Member or Guest of the Federation.
10. "Region" means a geographic area as designated from time to time by the Board and approved by the Members, at a Members' Meeting, upon recommendation of the Board.
11. "Regional Federation Member" means a federation or association whose membership includes Health Care Co-operatives, and which has been approved by the Board and may include federations operating within a Region or carrying on activity on a co-operative basis in a designated field of endeavour.
12. "Health Care Co-operative(s)" means a co-operative incorporated under the laws of Canada or any of its provinces or territories to include all types of health care co-operatives and organizations operating on a co-operative basis as determined by the Board of Directors



operating according to co-op principles and providing services which may include but not limited to homecare, wellness education and outreach, health clinics, health and wellness support to vulnerable groups, addressing the social determinants of health and other related objectives.

13. In this by-law, words importing the singular number shall include the plural and vice versa. Words importing the feminine gender shall include the masculine and neuter genders, and vice versa. References to persons shall include firms, companies, and corporations.
14. This by-law has been drafted in English; any French text is a translation. In the case of conflicting interpretation, the English text shall prevail.
15. Unless the context otherwise indicates, all words and phrases used in this by-law shall have the same meaning as in the Act.

ARTICLE 2. - MEMBERSHIP

1. Designation. The Membership of the Federation shall be limited to those co-operatives or persons interested in furthering the objectives of the Federation and shall consist of the following classes of Membership:
 - a. "Regular Members", as further defined in Article 2, Section 3 herein, shall be entitled to attend all Members' Meetings, may propose a representative to stand for election for an office of the Board, shall be entitled to vote at members' meetings and shall enjoy any other rights accorded to such Members pursuant to the Act, the articles of association and the by-laws of the Federation;
 - b. "Associate Members", as further defined in Article 2, Section 4 herein, shall enjoy all the rights accorded to the Regular Members pursuant to the Act, the articles of association and the by-laws of the Federation, with the exception that they may not stand for election for the Board or vote at members meetings.
 - c. "Honorary Members" means individuals who in the opinion of the Directors have made an outstanding contribution to Health Care Co-operatives and warrant designation as Honorary Members of the Federation and shall enjoy all the rights accorded to the Regular Members pursuant to the Act, the articles of association and the by-laws of the Federation, with the exception that Honorary Members may not stand for election for the Board, and that participation of Honorary Members at Members' Meetings shall be limited to that of observers without the right to vote, although they may participate freely in the debate.
 - d. Others as approved from time to time by a minimum of 75% of the membership at a General Meeting.



1.1 Membership Benefits

a. The manner in which the value of the membership benefits in the Federation will be determined shall be decided by ordinary resolution of the members at a members' meeting.

b. All **M**embers of the Federation shall have substantially the same benefits as those of all other **M**embers of the Federation. The benefits of membership shall be the right to:

- attend all meetings of **M**embers;
- receive a certificate of membership, if the **M**ember has paid any applicable membership fee;
- receive from the Federation a certified copy of its by-laws, on request and without payment;
- have access to the books of the Federation;
- have access to the auditor's report; and
- enjoy any other membership benefits which are set out in the Canada Co-operatives Act or which are embodied from time to time in the by-laws of the Federation.

2. Application for Membership. To become a member an application must be submitted to the Board of Directors. Such application must be approved by the Board of the Federation. Each Member will receive a notice of acceptance as a Member.

3. Each Regular Member must be a corporate entity whose eligibility for membership has been confirmed by the Directors, and which

- a. is incorporated pursuant to the Act or pursuant to similar co-operative legislation in any of the provinces or territories of Canada or
- b. is incorporated pursuant to the Canada Business Corporations Act, R.S.C. 1985, c.C-44 as amended or any act passed in substitution therefore, or similar corporate legislation in any of the provinces or territories of Canada, or
- c. Is incorporated pursuant to the Canada Corporations Act or pursuant to similar corporate legislation in any of the provinces or territories of Canada.

No Member admitted under Section 3, Paragraph b or c of the Article will be required to change its jurisdiction, e.g. by changing from provincial to federal jurisdiction, in order to retain its Membership. However, any Member admitted under Section 3, Paragraph b or c must agree to work with the Federation to lobby for legislative changes which would allow the Member to convert to a co-operative within its jurisdiction of incorporation.

4. Associate Members. Associate Members are Members which are approved as sponsoring organizations or individuals of national or regional prominence which will lend strong support and substantial assistance to the Federation

5. Directors' Discretion. The Directors, in their discretion, may refuse any application for Membership. The grounds for refusing an application for Membership are a determination



by majority vote of the Board that granting membership will not be in the best interests of the Federation or its members.

6. Appeals. A rejected applicant may appeal a decision of the Board by submitting a notice of appeal to the Federation for consideration at the next Members' Meeting. The Membership shall upon hearing such an appeal decide, by a majority vote, whether or not to grant Membership to the applicant.
7. Dues. Each Member of the Federation must pay an initial membership fee plus such annual dues as may be established from time to time by the Membership at the annual general meeting. Any changes in dues shall be effective at the beginning of the fiscal year and Members will be notified not less than two (2) months prior to the effective date of such change.
8. Withdrawal of Members.
 - a. A member may withdraw from the Federation by giving to the Board three (3) months' written notice of its intention to withdraw.
 - b. An Honorary Member may withdraw from the Federation by giving to the Board written notice of its intention to withdraw and stating the date the withdrawal is to take effect.
9. Expulsion of Members. The Board, by at a unanimous vote, other than the vote of the Member subject to expulsion in the event said Member has a seat on the Board, taken at a duly constituted Board meeting, and after informing a Member in writing of the reasons advanced for its expulsion and affording it an opportunity to be heard, may order the removal from Membership of a Member. The grounds for expulsion are a determination, at the Board's discretion, that the Member is working in a manner detrimental to the Federation. The expulsion is subject to the following provisions:
 - a. the Board shall within five (5) days from the date on which an order of the Board is made under this section, notify the Member of the order by registered letter addressed to the Member's last known address; and
 - b. An appeal from such order of the Board may be taken by the Member to the next annual general meeting, where the Membership shall decide by majority vote whether to reinstate the Member.
10. Accounting to Former Member. Upon the withdrawal or expulsion of a Member, the Board shall, within a reasonable period of time, account to the Member for all amounts held to the credit of the Member, excluding interest accrued thereon and any amount outstanding on loans made to the Federation by the Member. If the Member has made loans to the Federation and there is a written loan agreement providing for interest on any such loans, the Member shall be entitled to interest as per the terms of the Agreement. Such sums shall be repaid to the Member, subject to the provisions in the Act, within twelve (12) months from the day the order for expulsion of the Member is made or the date in the Member's notice of withdrawal.



ARTICLE 3. - MEMBERS' MEETINGS

1. Annual General Meetings. An annual general meeting must be held at least once every calendar year. At the annual general meeting, the most recent financial statements, approved and signed by the Directors, shall be reviewed, auditors shall be appointed, Directors shall be elected in accordance with the provisions hereof, the auditor's report and the Directors' report shall be received and any other business transacted. All of the transactions as may properly be brought before the annual general meeting in accordance with the Act, the articles of association and the by-laws of the Federation shall be done so. The Members may resolve that a particular annual general meeting be held outside Canada. The Board may resolve that an annual general meeting may be held electronically.

2. Special General Meetings. Special general meetings of the Members of the Federation may be called:
 - a. at such time and place in Canada as may be determined by resolution of the Board and receiving 75% approval of the Directors entitled to vote respecting any business of which the general nature is specified in the notice of the meeting; or
 - b. By the Directors where at least 75% of the Members who have the right to vote request, in writing, that the Board call a special general meeting of the Members, for the transaction of any business specified in the requisition calling the meeting. If within twenty-one (21) days from the date the request is received the Directors do not call such a special general meeting, then such Members (or any fifty per cent (50%) of them) may themselves call such special general meeting.
 - c. No business other than that specified in the notice calling the special general meeting shall be transacted at such meeting.

3. Delegates, Representatives, Observers and Guests. Members will be represented at Members' Meetings by Delegates. Any member of a Member may attend a Members' Meeting as a Representative. Although such Representatives do not have the right to vote, they may participate freely in the debate. Subject to approval by the Board, any individual may attend as an Observer or Guest, but may participate in debate only at the invitation of the Board.

A Delegate is selected by each Member pursuant to the provisions of Article 3, Sections 6 and 7 herein, to vote on resolutions presented at a Members' Meeting. In order to have a delegate, a Member must be in good standing. To qualify as a delegate, an individual must be a member of a Member. Each Member is entitled to two Delegates.

A Member wishing to appoint a Delegate, Representative and/or Observer to attend a Members meeting on their behalf, shall notify the Federation in writing of such intent no less than 10 days prior to the Members meeting. The notice shall identify the individual attending on behalf of the Member, their position within the Members organization and any limits on their authority to represent the Member. Any individual appointed pursuant to this Article



shall attend the Members meeting with an original signed copy of their Notice of Appointment and identification acceptable to the Federation.

Geographic representation. In the event that the Delegates from any province compose more than 30% of the Delegates at any Members' Meeting, the Delegates from that province shall have the option of selecting a group amounting to 30% of the total Delegates to vote on behalf of that province. This provision is intended to ensure that the National nature of the Federation is protected and the Delegates composing more than 30% of the Delegates at a Members meeting shall keep this intent in mind when determining whether or not, and to what extent they should exercise their discretion under this provision to limit or not to limit their power within the Federation.

Representatives. Any member of a Member may attend as a Representative, having the right to participate in debate, and to advise that Member's Delegate on how to vote, but does not have the right to vote.

4. Registration Fee. The Board may, at the time of calling a Members' Meeting, require attendees to pay a registration fee to be set by the Board.
5. Directors' Role at Members' Meetings. Directors of the Federation, who are not Delegates, shall not have the right to vote at Members' Meetings, but may freely participate in the debate.
6. Notice. Notice of Members' Meetings shall be sent by mail or electronically to each Member at the last given address in the register of Members, not less than sixty (60) days prior to the date of the meeting. Notice of a special general meeting shall specify the business to be transacted thereat.
7. Waiver of Notice. Notice of any Members' Meeting or any irregularity in any Members' Meeting or in the notice thereof may be waived by the Members, and subject to the failure to obtain a quorum it shall not be necessary to give notice of any adjourned Members' Meeting.
8. Invalidation of Proceedings. Where notice is received by the persons generally entitled to attend a Members' Meeting, an accidental omission to give notice of the meeting to, or the non-receipt of notice by, a Member shall not invalidate the meeting or any resolution or any proceedings taken at the meeting nor shall it prevent the holding of the meeting.
9. Quorum. A quorum at any Members' Meeting shall be twenty per cent (60%) of the Members entitled to vote thereat.
10. Absence of Quorum. Where a quorum is not present at a Members' Meeting, the meeting shall be adjourned, and the Directors shall cause a notice to be sent to all Members setting a time and place for the adjourned meeting, which time and place shall not be more than one hundred and twenty (120) days from the date originally scheduled for the meeting, and upon the meeting



being reconvened, the meeting shall proceed, and those present shall constitute a quorum, but no business shall be transacted at that meeting other than the business described in the original notice.

11. Voting. Unless otherwise specified by the by-laws of the Federation or the Act, any question coming before a Members' Meeting shall be determined by a majority of votes, and in case of an equality of votes, the chair presiding at any Members' Meeting has a casting vote.
12. No Proxies. No Member shall vote except through delegates and no delegate shall vote by proxy. Each delegate shall have only one (1) vote.
13. Resolution. Any resolution approved in writing by all of the Members who would have been entitled to vote on the resolution at a Members' Meeting shall be as valid and effectual as if it had been passed at a Members' Meeting duly called and constituted and shall be deemed to relate back to the date stated therein as being the effective date thereof.
14. Conduct of Meetings. Unless otherwise specified by the by-laws of the Federation, all Members' Meetings shall be conducted according to Robert's Rules of Order.
15. Electronic Meetings. Members' Meetings may be conducted through electronic media, for some or all of the representatives, as long as all members can communicate freely and fully.

ARTICLE 4. - DIRECTORS

1. Composition. The affairs of the Federation shall be managed by a Board of Directors consisting of one (1) director per Province or territory for a maximum of thirteen (13) plus three (3) at large directors, who are elected or appointed in accordance with Article 4, Sections 3 through 9 herein, but at no time can there be fewer than three (3) directors.
2. Alternate Board Members – A director may name someone from their co-operative or another member co-operative in their province to act in their place as a director when they are not available and at all times such alternate directors may participate in Board meetings and they shall have a vote unless it is otherwise specified in writing by the director appointing the alternative no less than seven (7) days prior to the meeting.
3. Qualifications. A director shall be:
 - a. A member of a Regular Member of the Federation which is in good standing;
 - b. age eighteen (18) or over;
 - c. mentally competent; and
 - d. not in a state of undischarged bankruptcy.
4. Vacation of Office: The office of a Director shall be vacated, if:



- a. she/he ceases to have the necessary qualifications of office, or
 - b. she/he is absent without leave of the Board from three (3) consecutive regular meetings of the Board, or
 - c. by notice in writing to the Board she/he resigns her/his office, or
 - d. by resolution passed by at least two-thirds (2/3) of the votes cast at a Members' Meeting, she/he is removed from office, or
 - e. at a duly called meeting of the Board, a resolution is passed by at least seventy-five percent (75%) of votes cast, to remove the said director.
5. Appointment in Case of Vacancy. So long as a quorum of Directors remains in office, if any vacancy shall occur for any reason, the Board shall contact the Members in the vacating Director's Province and request that they appoint a replacement.
6. Officers. The Board may appoint officers by ordinary by-law from time to time to act on behalf of the Federation, and the officers' functions shall be as defined by the Board. Officers shall serve for a term of three years and shall be eligible to serve for three consecutive terms if the majority of Directors so wishes.
7. Powers. The Board may exercise all the powers of the Federation, as are not by the Act or by-laws required to be exercised by the Members of the Federation, and in particular have power to authorize expenditures on behalf of the Federation, and may delegate by resolution to an officer or officers of the Federation such powers as they see fit.
8. Terms of Office – A director's term is three years. Directors may serve for a maximum of three consecutive terms.

ARTICLE 5. - LIABILITY OF DIRECTORS AND OFFICERS

1. Limitation of Liability. No director or officer of the Federation shall be liable for the acts or omissions of any other director or officer or employee of the Federation or for any loss, damage or expense suffered by the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency or any security in or upon which any monies of the Federation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Federation shall be deposited or for any loss occasioned by any error of judgment or oversight on her/his part, or for any loss or damage which may occur in the execution of the duties of her/his office, in relation thereto or in respect of any other act or omission of a director in her/his capacity as such causing loss, damage or expense, unless the same shall happen through her/his own willful neglect or default.
2. Indemnity. In accordance with Section 73(1) of the Act, every director, officer, their heirs, executors and administrators, and estate and effects, respectively, shall by this by-law from time



to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

- a. all costs, charges and expenses whatever that a director or officer of the Federation sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by her or him, in or about the execution of the duties of her or his office, and
 - b. all other costs, charges and expenses that she or he sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own willful neglect or default.
3. Insurance. The Federation shall purchase insurance to cover the perils described in Article 5, Sections 1 and 2 herein, and the premiums thereof shall be paid from the funds of the Federation. Such insurance shall cover officers in the same manner as directors where such officers are not directors.

ARTICLE 6. - CONFLICTS OF INTEREST

1. Interest in Contracts. Subject to compliance with the Act and the applicable provisions of the by-laws of the Federation, no director or officer shall be disqualified from such position by reason of contracting with the Federation, nor shall any contract or arrangement entered into, by or on behalf of the Federation, with any director or officer (or in which such contract or arrangement any such individual is in any way interested) be subject to avoidance. Any director or officer so contracting or being so interested shall be liable to account to the Federation or any of its Members, if requested to do so, for any profit realized by any such contract or arrangement, by reason of such director or officer holding such office or the fiduciary relationship resulting therefrom, subject to compliance with the Act and the applicable provisions of the by-laws of the Federation. Should a director or officer be requested to account for profit pursuant to this paragraph the director or officers obligation to do shall be deemed fully discharged once she/he has disclosed all business information reasonably necessary to be disclosed in order for the Board and/or the Member requesting the accounting, to have made an assessment as to the propriety of the contract or arrangement in question. Only in the event the disclosure reveals evidence of wrong-doing shall the director or officer be required to return to the Federation the amount wrongfully taken.
2. Declaration of Interest. Every director or officer who is in any way, either directly or indirectly interested in a contract or arrangement or a proposed contract or a proposed arrangement with the Federation, shall declare such interest to the extent and in the manner required by the Act and any by-law of the Federation and shall refrain, to the extent required by the Act or the by-laws of the Federation, from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.



ARTICLE 7. - MEETINGS OF DIRECTORS

1. Time of Meetings. Meetings of the Directors may be held at such times as the business of the Federation may require. In the event a Director is of the opinion that a meeting is necessary and it is not being called by the Chair or such other officer of the Federation as may be authorized to call a Board meeting, a meeting of the Directors may be called by seventy-five (75%) percent of the Directors holding office at any given time.
2. Place of Meetings. Meetings of the Directors may be held in any province or territory of Canada or electronically. Alternatively, the Directors may resolve that a particular meeting of the Directors be held outside Canada. Any Board meeting may be conducted by conference telephone or any other communication facility that would permit all participant directors to hear each other simultaneously and a director participating in such a meeting by such means is deemed to be present at the meeting.
3. Notice. Notice of any meeting of the Directors shall, except as otherwise herein provided, be given in writing not fewer than sixty (60) days before such meeting, and shall state the purpose thereof, provided that no notice shall be necessary in the case of a meeting of Directors held immediately upon the adjournment of the annual general meeting of the Members, and provided further that meetings of the Directors may be held without formal notice if all of the Directors are present, or if those absent have signified their consent to such meeting or their consent to the business transacted thereat.
4. Votes. Every director in attendance at or participating in each Board meeting shall have one (1) vote.
5. Quorum. The quorum necessary for the transaction of the business of the Directors shall be a majority of the Directors.
6. Order of Business. The Directors may elect from their number a chairperson of their meetings and determine the period for which she/he is to serve as the chairperson. If no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for the meeting, the Directors may choose one (1) of their number to be the chairperson of the meeting. The order of business at meetings of the Directors shall be determined by the chairperson and shall be included where practicable with the notice of meeting.
7. Proxies. Pursuant to the terms of these by-laws a director may appoint a proxy to represent her/him at a Board meeting provided such appointment is made in accordance with these by-laws.



8. Resolution. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board of Directors or committee of Directors, is as valid as if it had been passed at a meeting of the Board of Directors or committee of Directors.

ARTICLE 8. - AUDITOR

1. Appointment. The Members shall at each annual general meeting by majority vote either appoint an auditor to audit the accounts of the Federation, to hold office until the next annual meeting provided that the Directors may fill any vacancy in the office of auditor, or, if the value and/or nature of business transacted by the Federation is such that the Federation is not automatically required by law to conduct an audit, the members may waive having an audit

ARTICLE 9. - BORROWING POWERS

1. Powers of Board. The Board may from time to time, within the limits of this by-law:
 - a. borrow money upon the credit of the Federation. The Board shall establish an operating line of credit with a maximum borrowing limit to be determined by the Board annually. The maximum borrowing limit shall require the vote of seventy-five per cent (75%) of the Directors
 - b. limit the amount to be borrowed,
 - c. issue debentures or other securities of the Federation,
 - d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, and
 - e. secure any such debentures or other securities, or any other present or future borrowing or liability of the Federation by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Federation, and the undertaking and rights of the Federation.
2. Real Property. At no time shall the Board incur any indebtedness on the real property of the Federation without the specific authorization of a special resolution of the Members.
3. Delegation. The Board may delegate the powers referred to in Article 9, Section 1 herein to such officers or directors, to such an extent and in such a manner as the Board in its discretion may determine by proper resolution.

ARTICLE 10. - EXECUTION OF DOCUMENTS

1. Execution of Contracts. Contracts, documents and any instruments in writing requiring the signature of the Federation shall be signed by any two (2) of either Directors or officers who have been authorized by resolution of the Board to so sign, and all contracts, documents or instruments in writing so signed shall be binding on the Federation without any further authorization or formality.



2. Execution of Banking Documents. All documents required by any bank, credit union, caisse populaire, co-operative credit society or any other lending body in connection with the borrowing of money shall be signed by any two (2) of either Directors or officers who have been authorized by resolution of the Board to so sign, and all documents so signed shall be binding on the Federation without any further authorization or formality.

ARTICLE 11. - GENERAL

1. Amendments to By-laws. Amendments, additions or alterations to, or repeal of charter by-laws may be made at any Members' Meeting by a resolution passed by not fewer than two-thirds (2/3) of such delegates as are present and who vote thereon, provided that written notice of the proposed enactment, amendment, repeal or substitution has been forwarded to each Member who may be entitled to vote at such meeting together with the notice of such meeting.
2. Corporate Seal. The Federation shall have a corporate seal. A director or other person who has been designated by resolution of the Board shall have custody of such seal. When required by law, the seal of the Federation may be affixed to contracts, documents and instruments signed as aforesaid by a director or directors appointed by ordinary resolution of the Board.
3. Scope of Activities. The business of the Federation will be carried on in every province and territory of Canada and elsewhere and may include the provision of services for international organizations.
4. Financial Year. Unless otherwise ordered by the Board, the financial year of the Federation shall be September 1 to August 31.

ARTICLE 12 – OBJECTS

The objects for which the Federation is formed will be to support and promote health care co-operatives in Canada.