

To: CWCF Membership
From: Hazel Corcoran, for the Board of CWCF
Date: November 14, 2022
Re: Proposed By-law amendments for discussion

CWCF's board of directors wishes to propose two sets of amendments to the by-laws. The first set of amendments would be to expand director eligibility. The second set would be to add to the types of entities which can be in the Regular Membership to include unincorporated collectives which operate similarly to a worker co-op. The latter is to be more welcoming to informal co-operatives which are common in some racialized communities.

Unfortunately, we were unable to share the proposed by-law amendments with the developer member list, meaning these amendments cannot be passed at the AGM. The developer members received notice of the meeting but not the proposed bylaw amendments. Therefore, we propose having a discussion, but not a decision, on the resolutions below, which were distributed to other members on October 28th. We hope during the discussion to be able to make refinements to these proposals, including some ideas the board may like to suggest. If appropriate, we plan to hold a special members' meeting in 2023, virtually, to propose these as resolutions for decision.

1) Proposed By-law amendments re: director eligibility

WHEREAS CWCF's board is made up at this point of representatives of Regular Members (worker co-operatives and similar entities) and Regional Federation Members. Five of the seats are for regional directors (BC, Quebec, Ont., Prairies/ NWT/ NU, and BC/ Yukon), with two held at-large. Worker Co-op Developer Members are not eligible to run for the Board as such, unless they are part of a worker co-operative or are nominated by a Regional Federation. The CWCF Board believes that it would be strengthened by allowing Developer Members to run for some seats, although it believes that the majority of seats should be held by worker co-operatives. Thus, it is proposed that we keep the limit of 2 directors from Regional Federations, and add a new cap of 3 directors from the combination of Regional Federations and Developers.

AND WHEREAS many Developer Members have relevant skills and experience to contribute and many worker co-op members are challenged to find the time to serve on an additional board such as CWCF's. Opening up the eligibility to include Developer Members, which is proposed for only the two at-large seats, would be helpful to strengthen the Board and help us avoid vacancies.

AND WHEREAS when a director is no longer working for a Regular Member, or when the Regular Member has ceased operating or ceased to be eligible for membership, the Board believes that the director should be allowed to continue to serve out their term.

THEREFORE BE IT RESOLVED that the following changes be made to CWCF's by-laws:

ARTICLE 2. - MEMBERSHIP

1.e. "Worker Co-operative Developer Members," as further defined in Article 2, Section 4.1 herein, shall enjoy all 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 only stand for election for the Board for an at-large position.

ARTICLE 4. - DIRECTORS

2. Qualifications. A director shall:

- a. Be in one of the following categories:
 - i. A member or shareholder as well as an employee or contractor of a Regular Member of the Federation which is in good standing; or
 - ii. A delegate of a Regional Federation member which is in good standing; or
 - iii. In the case of an at-large director: a Worker Co-op Developer member or a delegate of an incorporated Worker Co-op Developer member, in good standing;
- b. Be age eighteen (18) or over;

- c. Be mentally competent; and
- d. Not be in a state of undischarged bankruptcy.

7. Limit on Number of Regional Federation Directors and Developer Directors. In order to ensure that the Federation is governed by worker co-operatives, there is a limit of two (2) directors who are representatives of Regional Federation Members a limit of two (2) directors who are Developer Members, and a limit of three (3) directors in total who are either Developer Members or representatives of Regional Federation Members. These criteria, in conjunction with the procedure noted in Article 4, Section 6 will determine the results of any election to the Board of Directors.

10. Vacation of Office: The office of a Director shall be vacated, if:

- a. she/he ceases to have the necessary qualifications of office, or

...

However, a Director who is a former worker-member of a Regular Member may continue to serve on the Board until their term expires. For this purpose, "Former worker-member of a Regular Member" means a person who was qualified under section 2(a)(i), above at the time of election but is no longer with the Regular Member, or the Regular Member has ceased operating or ceased to be eligible for Regular Membership.

2) Proposed By-law amendments to expand membership to include unincorporated collectives

WHEREAS the Board of CWCF proposes that CWCF admit unincorporated worker-owned co-operatives/ collectives into CWCF membership. This has been raised by racialized co-operators, as many Black-led co-ops are informal and not incorporated, and informal collectives exist in many communities. The main rationale for this approach is to increase racial justice, equity, diversity, and inclusion.

AND WHEREAS we have provided a definition such that the collective would need to operate similarly to a worker co-op to be eligible for membership, despite being unincorporated. We would not admit collectives in which members have employees unless these employees are also allowed to become members of the collective (section 3(f)(iv)). Since unincorporated entities are not legal persons, we propose having the collective choose one individual who is admitted into membership (associated to the name of the collective), and who would carry their vote. CWCF will monitor whether the individual admitted to membership is still with the collective. A different person would be substituted to replace the representative as needed. The Board of CWCF will confirm the eligibility for membership of each collective which applies, as it does with all members.

THEREFORE BE IT RESOLVED that the following changes be made to CWCF's by-laws:

ARTICLE 2. - MEMBERSHIP

3. Each Regular Member must be an entity (a corporate entity, with the exception of a collective in section 3(f), below) 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 as a Worker Co-operative; or

...

f. is an unincorporated collective located in Canada which operates similarly to a worker co-operative, i.e.,

- i. it has as one purpose the provision of paid work to members,
- ii. it operates on a co-operative basis as defined in the Canada Cooperatives Act, to the extent possible for an unincorporated entity,
- iii. its members each have an equal voice in governing the collective, and
- iv. the employees of members are able to join if they are engaged in the work of the collective.
- v. The collective shall appoint an individual who will be the legal member of CWCF (under the name of the collective), unless and until the collective advises CWCF that the legal member shall change and it provides the name of a different individual, who must also be approved by the Directors.