

CANADIAN WORKER CO-OPERATIVE FEDERATION
FÉDÉRATION CANADIENNE DES COOPÉRATIVES DE TRAVAIL

1. WITH REGARD TO ADDING THE CATEGORY OF “FRIENDS”, BE IT RESOLVED THAT THE FOLLOWING CHANGES BE MADE TO THE CWCF BYLAWS:

ARTICLE 1. – INTERPRETATION

5. "Member" or "Membership" means, collectively, Regular Members, Worker Co-operative Developer Members, Associate Members, Regional Federation Members, Honorary Members, and Friends unless the context determines it to be otherwise.

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:
- 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.
- f. “Friends” means individuals who work in solidarity with the Federation and lend it their support; Friends 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 participation of Friends at Members' Meetings shall be limited to that of observers without the right to vote, although they may participate freely in the debate.
2. Application for Membership. Each Regular Member, Associate Member, Worker Co-operative Developer Member, Regional Federation Member, and Friend shall have submitted an application to the Federation for admission as a Member. Such application shall have been approved by the Board of the Federation and each Member shall have received notice of acceptance as a Member.
8. Withdrawal of Members.
- a. A Regular Member, Worker Co-operative Developer Member, Associate Member, Regional Federation Member, or Friend may withdraw from the Federation by giving to the Board three (3) months' written notice of its intention to withdraw.

II. WITH REGARD TO DIRECTOR ELIGIBILITY, BE IT RESOLVED THAT THE FOLLOWING CHANGES BE MADE TO THE CWCF BYLAWS:

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. A Worker Co-operative Developer Member or a Friend in good standing.
- b. Be age eighteen (18) or over;
- c. Be mentally competent; and
- d. Not be in a state of undischarged bankruptcy.

6. Limit on Number of Directors who are Regional Federation Directors, Developer Directors, and Friends. In order to ensure that the Federation is governed primarily 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 either Developer Members or Friends, and a limit of three (3) directors in total from these three (3) categories. 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. they cease to have the necessary qualifications of office, or
- b. they are absent without leave of the Board from two (2) consecutive regular meetings of the Board, or
- c. by notice in writing to the Board they resign their office, or
- d. by resolution passed by at least two-thirds (2/3) of the votes cast at a Members' Meeting, they are 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.

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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.

III. WITH REGARD TO MAKING THE REMAINING RELEVANT BYLAW SECTIONS GENDER-NEUTRAL, BE IT RESOLVED THAT THE FOLLOWING CHANGES BE MADE TO THE CWCF BYLAWS:

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 their part, or for any loss or damage which may occur in the execution of the duties of their office, in relation thereto or in respect of any other act or omission of a director in their capacity as such causing loss, damage or expense, unless the same shall happen through their own wilful 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 them, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of their office, and
 - b. all other costs, charges and expenses that they sustain, or incur, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE 7. - MEETINGS OF DIRECTORS

7. No proxies. No director may at any time appoint a proxy to represent them at a Board meeting.