

NEERLANDIA CO-OP ASSOCIATION LTD.

PROPOSED BYLAW CHANGES – January 17, 2026



1. Spelling and Definition Corrections

a. Bylaw 1.01 Definitions

CURRENT WORDING

(a) In the bylaws of the Cooperative, unless the context otherwise requires;

“Cooperative” means **The Neerlandia Co-operative Assn. Ltd.**

REQUIRED CHANGE – *Use legal entity name.*

(a) In the bylaws of the Cooperative, unless the context otherwise requires;

“Cooperative” means **The Neerlandia Co-operative Association Limited;**

b. Bylaw 1.01 Definitions

CURRENT WORDING

(a) In the bylaws of the Cooperative, unless the context otherwise requires;

“**Director**” means the Director of Cooperatives appointed under the Act;

REQUIRED CHANGE – *due to legislative changes in 2022*

(a) In the bylaws of the Cooperative, unless the context otherwise requires;

“**Registrar**” means the Registrar of Cooperatives appointed under the Act;

Bylaws requiring “Director” to be changed to “Registrar”:

1. 5.06 (a) – “...and the ~~Director~~ Registrar may examine...”

2. 11.02 (a) – “...filed with the ~~Director~~ Registrar.”

c. Bylaw 7.14 Electronic Attendance

CURRENT WORDING

A director may attend a meeting of the directors by means of a telephonic, electronic, or other communication facility that permits **ail** persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in a meeting by these means is considered to be present at the meeting.

PROPOSED CHANGE

A director may attend a meeting of the directors by means of a telephonic, electronic, or other communication facility that permits **all** persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in a meeting by these means is considered to be present at the meeting.

2. Bylaw 7.10 Ceasing to Hold Office

CURRENT WORDING

A director ceases to hold office when that director;

- e. fails to attend three consecutive meetings of the board of which he or she has been properly notified, without reasonable circumstances, **as determined by the board**. If the board determines the circumstances are not reasonable, **the cessation of office of that director shall be confirmed by the members**.

PROPOSED CHANGE

A director ceases to hold office when that director;

- e. fails to attend three consecutive meetings of the board of which he or she has been properly notified, without reasonable circumstances. If the board determines the circumstances are not reasonable, **that director may be removed from office by a majority vote of the directors**.

3. Bylaw 5.07 Member Lists

CURRENT WORDING

- a. Members and their legal representatives, in accordance with this section, may request that the Cooperative provide them with a list of the names of the members.
- b. A request for the list under (a) must be accompanied by:
 - (i) a reasonable fee, if any, set by the directors;
 - (ii) the name and address of the person making the request;
 - (iii) the specific reason(s) for the request; and
 - (iv) **an undertaking** that the list of members will not be used except in connection with a matter specifically relating to the affairs of the Cooperative, as set out in detail in the request and as approved by the directors.
- c. Any misuse of a list provided under (b) may be subject to financial penalty, at the discretion of the board.

PROPOSED CHANGE

- a. Members and their legal representatives, in accordance with this section, may request that the Cooperative provide them with a list of the names of the members.
- b. A request for the list under (a) must be accompanied by:
 - (i) a reasonable fee, if any, set by the directors;
 - (ii) the name and address of the person making the request;
 - (iii) the specific reason(s) for the request; and
 - (iv) **a statutory declaration** that the list of members will not be used except in connection with a matter specifically relating to the affairs of the Cooperative, as set out in detail in the request and as approved by the directors.
- c. Any misuse of a list provided under (b) may be subject to financial penalty, at the discretion of the board.

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4. Bylaw 7.05 Voting Procedure

CURRENT WORDING

h. Where;

- (i) two or more candidates receive an equal number of votes for the last vacancy on the board; or
- (ii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

the chair of the meeting of members, in his or her discretion, shall decide if it is practical to hold a run-off election and, if the chair so decides, shall conduct the run-off election by secret ballot at that meeting to determine which of the tied candidates is to be elected and, if appropriate, for which particular term.

i. Where;

- (i) two or more candidates receive an equal number of votes for the last vacancy on the board; or
- (ii) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

and the chair has decided that it is not practical to hold a run-off election at the meeting of members, the directors **who have already been elected in the election** will determine which of the tied candidates is to be elected.

PROPOSED CHANGE

j. Where;

- (iii) two or more candidates receive an equal number of votes for the last vacancy on the board; or
- (iv) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

the chair of the meeting of members, in his or her discretion, shall decide if it is practical to hold a run-off election and, if the chair so decides, shall conduct the run-off election by secret ballot at that meeting to determine which of the tied candidates is to be elected and, if appropriate, for which particular term.

k. Where;

- (iii) two or more candidates receive an equal number of votes for the last vacancy on the board; or
- (iv) directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term;

and the chair has decided that it is not practical to hold a run-off election at the meeting of members, the directors **that served during the previous year** will determine which of the tied candidates is to be elected.