

For-Profit Model Incorporation Documents

THE CO-OPERATIVE ASSOCIATIONS ACT CHAPTER 98 ACTS OF 1989

ARTICLES OF INCORPORATION AND BYLAWS FOR A FOR-PROFIT CO-OPERATIVE LIMITED BY SHARES OR LIMITED BY MEMBERSHIP

NAME: The name of the co-operative is the _____ Co-operative Limited.

OBJECTIVES: (Activity Code____) The objectives for which the co-operative is established are to carry on a co-operative basis _____

Including the acts and things set forth under Section 16 of the Co-operative Associations Act.

LIABILITY: The liability of the members is limited.

REGISTERED OFFICE:

a) The registered office (*street/911 address, and postal code*) of the co-operative shall be

The mailing address (*PO Box or other mailing address, and postal code*) if different shall be

Phone: (902) ____-____ Fax: (902) ____-____ Email: _____

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.

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 (*co-operative's name*) “ _____ “. And inside the inner circle, the words “Incorporated 20____“.

FINANCIAL YEAR: The financial year of the co-operative shall be from the first day of (*month*) _____ to the last day of (*month*) _____

WITHDRAWALS: Member's applications to withdraw their membership, shares, and/or loan capital shall be made in writing to the board and shall be subject to a policy of the board of directors.

MEMBERSHIP: The board shall determine the conditions of membership or _____, including the requirements to pay equity in the form of fees, shares, and/or loan capital. Members shall withdraw or be excluded from membership according to Section 29 or 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.

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 may from time to time determine.
- b) At all meetings (# or %) _____ of the members shall constitute a quorum.
- c) 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 or electronic mail to the registered address of the member at least ten days prior to the meeting.

BOARD OF DIRECTORS:

- a) The board of directors shall consist of _____ directors (*minimum of three*) who shall be elected for a term of _____ years arranged so that _____ directors are elected each year. The maximum number of consecutive terms a director may serve is _____.
- b) The directors shall meet as often as the business of the co-operative may require, but not less than _____ times per year. At all meetings (# or %) _____ of the directors shall constitute a quorum.
- c) If a vacancy occurs in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members shall hold an election to complete the term of vacancy.
- d) Eligibility for election to the board of directors:
 - Agreement with the objectives of the co-operative
 - Acceptance of leadership position when requested
 - Supportive of the co-operative wherever possible

DUTIES OF OFFICERS: The board shall elect a president, vice-president, treasurer, and secretary from their own membership, and may appoint other officers who are responsible to the board. Their duties shall be specified by the board.

SHARES, FEES & LOAN CAPITAL:

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

- For co-operatives limited by shares:
The par value of shares is _____ dollars (\$ _____) each.
There shall be no or a maximum of _____% dividends paid on shares
A minimum number of shares to be held by each member are _____
Each member may be required to lend the co-operative all or part of the patronage dividends payable to him/her by the co-operative, and the co-operative is authorized to apply to the member's account the said dividends during such time as he/she remains a member of the co-operative.
- For co-operatives limited by membership:
The membership fee is _____ dollars (\$ _____).
The membership fee is not repayable.
- b) Loan capital may be issued. Interest rates shall be determined by the board of directors, but shall not exceed _____% per annum. Loan capital is equity and ranks equally with shares in wind-up.

GENERAL RESERVE: A general reserve shall be created by allocating from retained earnings each year not less than _____% of the surplus until the general reserve is equal to _____% of the shares and loan capital of the co-operative.

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.
- c) The directors of the co-operative may exercise all such powers to all such acts and things as may be exercised or done by the co-operative in respect of 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 _____ dollars (\$ _____) in a single fiscal year without having first obtained formal approval from a meeting of the members of the co-operative by way of a special resolution.

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 loan capital, any property whatsoever, it shall be divided among the members equally or in proportion to their shares and loan capital in the co-operative.

CORPORATE INDEMNIFICATION: Subject to the provisions of the Nova Scotia Co-operative Associations Act, every director and senior officer or his/her 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 of 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 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.

Non-Profit Model Incorporation Documents

THE CO-OPERATIVE ASSOCIATIONS ACT CHAPTER 98 ACTS OF 1989

ARTICLES OF INCORPORATION AND BYLAWS FOR A NON-PROFIT CO-OPERATIVE LIMITED BY SHARES OR LIMITED BY MEMBERSHIP

NAME: The name of the co-operative is the _____ Co-operative Limited.

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

Including the acts and things set forth under Section 16 of the Co-operative Associations 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 its debts and liabilities, any property whatsoever, the same shall be given and paid to some other non-profit organization in Canada having objects similar to 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 him/her in the performance of his/her duties

LIABILITY: The liability of the members is limited.

REGISTERED OFFICE:

c) The registered office (*street/911 address, and postal code*) of the co-operative shall be _____

The mailing address (*PO Box or other mailing address, and postal code*) if different shall be _____

Phone: (902) ____ - ____ Fax: (902) ____ - ____ Email: _____

d) The board may from time to time determine the place or places at which the business of the co-operative shall be carried on.

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 (*co-operative's name*) " _____ ". And inside the inner circle, the words "Incorporated 20 ____".

FINANCIAL YEAR: The financial year of the co-operative shall be from the first day of (*month*) _____ to the last day of (*month*) _____

WITHDRAWALS: Member's applications to withdraw their membership and shares and loan capital shall be made in writing to the board and shall be subject to a policy of the board of directors.

MEMBERSHIP: The board shall determine the conditions of membership or _____, including the requirements to pay equity in the form of fees, shares, and/or loan capital. Members shall withdraw or be excluded from membership according to Section 29 or 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.

MEETINGS:

d) 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 may from time to time determine.

e) At all meetings (*# or %*) _____ of the members shall constitute a quorum.

f) 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 or electronic mail to the registered address of the member at least ten days prior to the meeting.

BOARD OF DIRECTORS:

e) The board of directors shall consist of _____ directors (*minimum of three*) who shall be elected for a term of _____ years arranged so that _____ directors are elected each year. The maximum number of consecutive terms a director may serve is _____.

f) The directors shall meet as often as the business of the co-operative may require, but not less than _____. At all meetings (*# or %*) _____ of the directors shall constitute a quorum.

- g) If a vacancy occurs in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members shall hold an election to complete the term of vacancy.
- h) Eligibility for election to the board of directors:
 - Agreement with objectives of the co-operative
 - Acceptance of leadership position when requested
 - Supportive of the co-operative wherever possible

DUTIES OF OFFICERS: The board shall elect a president, vice-president, treasurer, and secretary from their own membership, and other officers who are responsible to the board. Their duties shall be specified by the board.

SHARES, FEES & LOAN CAPITAL:

- c) The board shall determine the conditions of membership, including the requirements to pay equity in the form of fees and/or shares.
 - For co-operatives limited by shares:
The par value of shares is _____ dollars (\$_____) each.
There shall be no dividends paid on shares. A minimum number of shares to be held by each member are _____.
 - For co-operatives limited by membership:
The membership fee is _____ dollars (\$_____. The membership fee is not repayable.
- d) Loan capital may be issued. Interest rates shall be determined by the board of directors, but shall not exceed _____% per annum.

GENERAL RESERVE: A general reserve shall be created by allocating from retained earnings each year not less than one hundred percent (100%) of the surplus.

BORROWING POWERS:

- e) The co-operative is hereby authorized to borrow money from its members for specific periods of time at specific rates of interest.
- f) 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.
- g) The directors of the co-operative may exercise all such powers to all such acts and things as may be exercised or done by the co-operative in respect of the borrowing of money, and the provision of security for such borrowing, as has been delegated to the directors by the co-operative.
- h) 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 _____ dollars (\$_____) in a single fiscal year without having first obtained formal approval from a meeting of the members of the co-operative by way of a special resolution.

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 member loans, any property whatsoever, it shall be paid to a non-profit organization whose objectives are similar to those of the co-operative.

CORPORATE INDEMNIFICATION: Subject to the provisions of the Nova Scotia Co-operative Associations Act, every director and senior officer or his/her 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 in respect of 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 office, and
- b) All other costs, charges, and expenses that the director or officer sustains or incurs in or about in relation to the affairs thereof.

SUBSCRIBERS / FOUNDING MEMBERS

The names and addresses of subscribers with the number of shares taken, if required, by each subscriber (signature with additional information written in handwriting). A typed or printed copy in addition to this completed form is also required to assure accuracy.

1. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

2. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

3. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

4. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

5. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

6. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

7. _____
Signature *#. of Shares (if structured as a share co-operative)* *Telephone #* *OFFICER*

Print name *Fax* *Email*

Address *Town* *Postal code*

The above subscribers will become the provisional (first) directors, to be confirmed or replaced at a general meeting of members within four months of the incorporation according to the bylaws of the co-operative. The total number of shares taken by all subscribers, if incorporated with shares is _____,

Dated this ____ day of _____, 20____.

Witness to above signatures _____
Signature *Print Name*

Address _____

Occupation _____ Tel (902)_____

Fax (902)_____ Email _____

These Articles of Incorporation and by-laws accompanied by a fee of \$107.00 (payable to the Inspector of Co-operatives) are to be forwarded to the Co-operatives Branch, 35 Commercial Street, Suite 101, Truro, NS, B2N 3H9 for approval and registration.