

GENERAL BYLAWS

of

Toronto Sustainable Food Co-operative Inc.

Incorporated as a Not-for-profit, Non-share Co-operative
under the Ontario Co-operative Corporations Act

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1. Mission

1.1 Mission:

The Toronto Sustainable Food Co-operative Inc. (hereby referred to as 'the Co-operative') is a participatory, environmentally conscious and economically accessible food space where University of Toronto students and the surrounding community can gather to eat with one another and learn about food systems by engaging in all aspects of the operation through volunteer and paid work.

1.2 Objects:

The objects of the Co-operative are to:

- Provide good, healthy, fairly produced, and accessibly priced food for the surrounding community;
- Develop and foster community spirit and engagement;

- Promote the principles of cooperation and volunteerism;
 - Actively work to reduce all forms of discrimination and oppression both within the Co-operative and in the community at large;
 - Establish educational programs and trainings for the benefit of the community; This includes workshops focused on food preparation and on the job training through working in a highly participative team environment;
 - Unite persons interested in food systems issues;
 - Establish and support other similarly purposed projects in the community;
- and such other complementary purposes not inconsistent with these aims.

2. Requirements of the Co-operative Corporations Act

The affairs of the Co-operative will be governed by and conducted in accordance with the Co-operative Corporations Act of Ontario (hereby referred to as the Act). Certain provisions of that Act relate to various matters not dealt with in the bylaws of the Co-operative and should be consulted where appropriate. If any conflict arises between the mandatory provisions of the Act and the bylaws of the Co-operative, such provisions of the Act shall govern.

3. Membership Agreement

3.1 Conditions

Membership is open to all applicants aged 16 or over, without discrimination, who are willing to support the Co-operative in its operations and principles. All members are expected to volunteer at least two (2) shifts at the cafe, or to contribute a \$5 suggested minimum donation to the Co-operative. They must also agree to the terms of the Membership Agreement, available at the site of the Co-operative.

3.2 Member rights:

- Members have speaking and voting rights at all General and Annual Meetings. They have the right to attend and speak at all Board meetings.
- Members may submit any motion(s) to be voted upon at a General Meeting
- Members have the right to elect their Board of directors at each Annual Meeting, and whenever any vacant position is to be filled.
- All members aged 18 or over have the right to run for Board positions whenever open seats are available
- Members have the right to express their concerns and opinions about the Co-operative's operation, and to have them adequately addressed. Concerns, opinions, or proposals may be submitted to the Board informally, in writing, or by petition
- Members are guaranteed access in a timely manner to all administrative and financial records, as well as policy information.

- Members are entitled to use of the Co-operative as a safe, friendly, and respectful environment.
- Members are entitled to any additional rights established by the Board of directors.

3.3 Member Discounts

Non-members will be charged a surcharge on all purchases made at the Co-operative, the exact amount of which shall be determined from time to time by the Board of directors. This fee is waived for all members. Members are also entitled to any additional discounts on services or products provided by the Co-operative, as established by the Board of directors. Members must present their member card at the time of purchase in order to qualify for any discount on services or products provided by the Co-operative.

3.4 Member Responsibilities:

- Members must comply with all policies established by the general membership and the Board of directors
- Members are expected to support the Co-operative through their patronage
- Members are responsible to communicate any concerns or conflicts relevant to the Co-operative's operations to the Board of directors

3.5 Termination of Membership

Membership may be terminated in the event of theft, vandalism, abuse, discrimination, or non-compliance with the Co-operative's bylaws or other policies as determined by the Board. Termination will be at the discretion of the Board, which must provide three written warnings prior to revoking membership. No more than one written warning will be issued per week. Under extreme circumstances, membership may be revoked immediately and without the normal procedure of warnings through the passing of a special resolution by the Board of directors. Notice must be given in writing to the member in question at least ten (10) days before the scheduled Board meeting. Termination of membership may be appealed via petition at the next General Meeting. At this meeting, a majority of the members may confirm or overrule the Board's decision. A member who wishes to appeal must notify the Board of directors within 21 days of receiving his or her expulsion notice.

Any member may choose to retract his or her membership at any time. In the event of termination of membership for any reason, any membership fees will not be refunded.

4. Volunteering

4.1 Purpose and Conditions

The Co-operative actively encourages students and community members to volunteer with the organization, viewing it as an opportunity to support the values and operations of the

Co-operative, to gain valuable skills, and to learn more about the Co-operative's operation. Anyone is eligible to volunteer with Co-operative, without discrimination, and subject only to the conditions outlined in section 4.2 of these bylaws. All volunteer relations shall be conducted in accordance with the Mission and Objects of the Co-operative as outlined in Sections 1.1 and 1.2 of these by-laws.

4.2 Working Volunteer Agreement

The purpose of the Working Volunteer Agreement is to provide formal guidelines for governing the relationship between volunteers and the Co-operative. It shall, at all times, include the rights and responsibilities of volunteers. The Working Volunteer Agreement also aims to foster a sense of active community involvement by members of the Co-operative and to build a community that will ensure the Co-operative with a reliable source of volunteer support. The Agreement shall be in accordance with the Act and all relevant laws and acts in the province of Ontario.

Anyone who is at least 16 years of age is eligible to become a Working Volunteer, without discrimination, and subject only to availability of open volunteer hours. All Working Volunteers must read and agree to the terms of the Working Volunteer Agreement and the Harvest Noon Ethics Agreement, which shall be available during normal business hours at the site of the Co-operative.

4.3 Informal Volunteer Opportunities

There may also be opportunities for informal volunteer opportunities with the Co-operative, particularly in the case of special events and initiatives. While informal volunteers are not subject to the specific terms of the Working Volunteer Agreement their relationship with the Co-operative should accord with the spirit of the agreement.

5. General Meetings

5.1 Annual General Meetings

The Board will fix the date, time, and location of the Annual General Meeting (AGM), which must be made available to all members both online and at the site of the Co-operative no less than two (2) weeks before the scheduled date. The business of the AGM must include:

- A presentation by the Board of an overview of the Co-operative's initiatives and operations in the preceding year
- A report by the standing committees on their activities in the preceding year
- A report on the finances of the preceding year, including financial statements. These statements must be made available to all members online and at the site of the Co-operative not less than ten (10) days before the scheduled meeting.
- Election of a new Board of directors
- Any other business that may properly be brought before an annual meeting of the

members.

5.2 Special General Meetings

Special General Meetings may be called to address any issues, concerns, or motion(s) which require attention before the next regularly scheduled General Meeting, and may be requested either by the Board of directors, or by any member via petition. Special General Meetings shall be held within three (3) weeks after the filing of a member's petition. Such a petition shall require the signatures of at least ten (10) members of the Co-operative or 30% of all members, and shall state the motion or motions to be acted upon at the meeting.

5.3 Notice of Meetings

The exact date, time and location of General Meetings will be decided by the Board. Notification must be provided at least two (2) weeks before the scheduled meeting, by email and on site at the Co-operative. Notice of the meeting shall include the date and time, as well as an overview of any important matters currently intended for discussion at the meeting.

5.4 Quorum

A quorum for any General Meeting shall be ten (10) members or 30% of the members, whichever is the lesser. No decision shall be made at any meeting unless the requisite quorum is present.

5.5 Meeting Proceedings

Any member may submit a motion or motions to be voted upon at the next General Meeting. This must be provided in writing to the Board of directors at least one (1) week before the scheduled meeting.

The Board may also submit motions to be considered at any General Meeting. It is the responsibility of the Board of directors to ensure that all official motions to be voted upon are made available to all members, both online and on site at the Co-operative, not less than three (3) days before the scheduled meeting.

Each General Meeting will be administrated by a facilitator, to be appointed by consensus of the Board of directors simultaneous to scheduling the meeting. The facilitator shall:

- Solicit and gather agenda items via email at least one week prior to the meeting
- Arrange and prioritize an Agenda with consideration for the timeliness of items and smooth meeting proceedings
- Ensure that previous meeting minutes are available for review by all members
- Select a presiding Secretary who will be responsible for taking minutes and assisting with facilitation

Minutes of General Meetings must be made available to all members both online and at the site of the Co-operative within three (3) days of the meeting.

5.6 Voting

Except as required by these bylaws or the Act, questions arising at any meeting of members shall be decided by vote. The voting body of a General Meeting consists of all members of the Co-operative present at the meeting. All motions to be considered at the meeting, including special resolutions, petitions, and any motions submitted by or to the Board of directors are to be introduced by the facilitator for discussion and subsequently held to a vote by all members in attendance. Members may stand for, against, or abstain from a motion, and a majority of at least (3/4) of voting members is required for any motion to be passed. Voting operates on a one member, one vote system, and voting by proxy is not allowed. Any questions shall be decided by a show of hands unless, prior to any vote by show of hands, a member requests a ballot. A ballot shall be taken in such manner as the facilitator of the meeting shall direct.

5.7 Official Petitions

Some matters require members to submit an official petition to the Board of directors.

Members must submit a petition if they wish to:

- Make amendments to the bylaws or the Articles of Incorporation
- Call a Special General Meeting
- Unseat a Board Member
- Request or appeal the termination of a Membership Agreement
- Pass any other Special Resolution as stipulated in these bylaws or the Act

All petitions require the signatures of at least ten (10) members or 30% of the members, whichever is the lesser. Petitions must be submitted in writing to the Board of directors at least one (1) week before the scheduled date of the meeting at which they are to be voted upon.

6. Board of Directors

6.1 Purpose and Powers

The Board of directors' responsibilities are to:

- Develop and oversee initiatives and projects in keeping with the Co-operative's aims and values
- Maintain the continued day-to-day operation of the Co-operative
- Ensure that the Co-operative policies and mandate are followed
- Ensure the financial, legal, and operative viability of the the Co-operative
- Respond to customer and member questions and concerns
- Mediate disputes within the Co-operative

The position of director will be on a volunteer basis. In conducting the affairs of the Co-operative, the directors are required to act honestly, in good faith, and in the Co-operative's best interests.

6.2 Structure

The Board of directors shall consist of five (5) to twelve (12) elected volunteers. The exact number will be determined from time to time by the currently seated Board of directors.

6.3 Eligibility

All members of the Co-operative are eligible to run for Board positions, subject to these conditions:

- Candidates must be at least 18 years of age in order to qualify for Board positions
- In accordance with the Act, no director may be an undischarged bankrupt.
- In accordance with Ontario law, a majority of directors at any given time must be resident Canadians

If there is a conflict regarding the last of the aforementioned conditions due to the outcome of a regular election at a General or Annual General Meeting, the facilitator of the meeting may determine an alternate election procedure as they see fit. This procedure must ensure the fairness, impartiality, and democratic integrity of the election, and must to the highest degree possible avoid giving preference to any candidate or group of candidates.

If there is a conflict with this condition for any other reason than the outcome of a regular election, the Board may determine a solution for the conflict, in accordance with the procedures outlined in these bylaws (see especially Section 6.8).

6.4 Tenure

Except as otherwise provided by law, by the articles, or by these bylaws, the elected directors will serve from the date of election until the next Annual General Meeting, they choose to retire, or they are unseated by a motion passed at a General Meeting. Following elections during an Annual General Meeting, outgoing Board members are expected to remain as official advisers to the newly elected Board for a period ranging from ten (10) to twenty (20) business days to provide training and mentorship.

6.5 Nominations

Any members who wish to run should announce their candidacy at least five (5) days before the scheduled date of the Annual General Meeting, by way of a written submission to the Board of directors. The Board of directors may from time to time choose to extend the period in which nominations are accepted up to and including the date of the Annual General Meeting, as they deem necessary.

6.6 Elections

The Board of directors will be elected by secret ballot during the Annual General Meeting. Each member present at the meeting may cast one vote for each vacant seat of the Board, allotting no more than one vote per candidate.

All candidates will be given the opportunity to make a presentation at the General Meeting and

answer questions before voting commences.

6.7 Vacation of Office

Members may remove any director before the end of his or her term by a 3/4 vote at a General Meeting. This must be submitted by petition to the Board at least one (1) week before the scheduled meeting. At the meeting, the Board member in question will be given the opportunity to answer questions and to appeal their case. If the motion is passed, at the same meeting the members may elect a new director to serve for the rest of the term by election procedures described above, with the exception that nominations may be presented to the Secretary after the meeting has commenced.

The Board may also remove any director from office through the passing of a Special Resolution. This follows requires the consensus of all directors excepting the Board member in question, and must be ratified by a 3/4 vote at the next General Assembly. The full text of the resolution, stating the reasons for removal, must be made available to all members both online and at the site of the Co-operative not less than one (1) week before the scheduled Board meeting.

Any Board member has the right to retire at any time from their position as director. If a Board member intends to retire, written notification should be provided to the Board as soon as possible, and at least (2 weeks) before the next scheduled General Meeting.

6.8 Vacancy of Office

Whenever a vacancy occurs on the Board of directors, and provided a quorum of directors remains in office, the vacant seat(s) may be filled by the currently seated Board at a meeting attended by all current directors. If at any time the Board is comprised of half or more of directors installed by appointment, a General Meeting must be called to ratify the Board within three weeks, by a vote of at least (3/4). If the number of seated directors is less than a quorum, the remaining directors must immediately call a General Meeting to fill the vacancies. If no directors remain in office, any member may call this meeting.

6.9 Remuneration

Directors shall serve without monetary remuneration, and shall not receive, directly or indirectly, any profit from their positions as directors. Directors may be paid reasonable expenses incurred in the performance of their duties and receive one noncumulative complimentary meal from Harvest Noon Café per week.

6.10 Employment of Directors

At no point shall any director simultaneously serve in any paid position with Co-operative, except in the case of occasional casual labour, or short-term, project-specific work. This does not preclude any director from employment with the Co-operative after they have vacated

office, as long as said employment cannot be seen as the direct result or benefit of their having previously been a director of the Co-operative. The implementation of this clause is subject to interpretation by the Board of directors on a case-by-case basis.

6.11 Meetings of the Board

Regular meetings of the directors shall be held as often as the business of the Co-operative may require but in any case not less than monthly. A majority of the directors shall constitute a quorum. In accordance with the law of Ontario, a majority of the directors attending meetings must be resident Canadians.

6.12 Notice of Meetings

A meeting of the Board may be convened by any two directors at any time. Notice of such meeting shall be provided to each director not less than five (5) days before the meeting is to take place.

Meetings of the directors may be held without formal notice if all the directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence. Attendance of a director at a meeting of directors constitutes a waiver of notice of such meeting except where the director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.13 Meeting Proceedings

A facilitator will be appointed by consensus prior to each Board meeting, allowing adequate time to solicit for and prepare an agenda. The facilitator shall:

- Solicit and gather agenda items via email prior to the meeting
- Arrange and prioritize an agenda with consideration for the timeliness of items and smooth meeting proceedings. This shall be made available to all not less than 24 hours before the scheduled meeting.
- Ensure that previous meeting minutes are available for review by all members
- Select a presiding minute-taker who will be responsible for taking minutes and assisting with facilitation

Board meetings are open to all members. Members have the right to voice objections, opinions, and make proposals. The presence of general members at Board meetings does not count towards quorum.

Minutes of Board meetings must be made available to all members both online and at the site of the Co-operative, within three (3) days of the meeting, subject to sections 8.1 and 8.2 of these bylaws.

6.14 Voting

All official decisions of the Board require the consensus of all directors present at the meeting. All motions should be submitted in writing to the appointed facilitator no less than 24 hours before the scheduled meeting. Additional items may be added to the agenda at the beginning of the meeting, subject to approval by all directors in attendance.

All motions to be considered at the meeting, including special resolutions, petitions, and any motions submitted by or to the Board of directors, are to be introduced by the facilitator for discussion and subsequently held to a vote by the directors in attendance. Directors may stand for, against, or abstain from a motion. Adequate time must be allowed for discussion, and for all opinions and objections to be voiced.

Any questions shall be decided by a show of hands unless, prior to any vote by show of hands, a director requests a ballot. A ballot shall be taken in such manner as the facilitator of the meeting shall direct.

In the event that the Board is unable to come to a decision on a single issue after two consecutive votes, and if a majority of directors present deem it necessary, a decision may be made with a vote of 'consensus-minus-one' of all directors in attendance. In all cases, voting by proxy is not allowed.

6.15 Special Resolutions

Some decisions require the passing of a special resolution by the Board. These are:

- Any amendments to the bylaws or Articles of Incorporation
- Removal of any director from office by the Board
- The immediate termination of any Membership Agreement
- Other matters designated to be Special Resolutions as stated by these by-laws or the Act

Special resolutions require the consensus of all directors in attendance, and must be ratified by at least a (3/4) vote at the next General Meeting. The full text of the resolution must be made available to the public, online and on site at the Co-operative, not less than one (1) week before this meeting.

6.16 Executive Committees

Subject to restrictions in these by-laws and of the Act, directors may establish executive committees to exercise any powers of the Board.

6.17 Indemnity

Every director and officer of the Co-operative and his/her heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Co-operative from and against any liability and all costs, charges and expenses that she/he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against her/him for or in respect of anything done or permitted by her/him in respect of the

execution of the duties of office; and all other costs, charges and expenses that she/he sustains or incurs in respect of the affairs of the Co-operative.

6.18 Conflict of Interest

A director of the Co-operative who is a party to, or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Co-operative, unless the subject of the contract or transaction is of a type available to all members of the Co-operative, shall:

- disclose to the Co-operative the nature and extent of his or her interest, at the first meeting of directors held after he/she becomes aware of said interest and at which he/she is in attendance; and,
- shall abstain from discussion of and shall not vote or be counted towards quorum on any resolution to approve such a material contract or transaction; and,
- if requested by the other directors, shall not attend or otherwise participate in any portion of a meeting of the Board of directors in which the board is considering such a material contract or transaction.

7. Officers

7.1 Election and Appointment

The Board shall annually or as often as may be required, elect a President, a Secretary and a Treasurer from among the Board of Directors. The directors may elect or appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as the directors shall prescribe.

7.2 Duties of President

In lieu of electing a single President, the Board of directors shall collectively assume the regular duties of the President, and shall elect a standing President whenever it is deemed necessary to the performance of said duties.

The standing President shall sign all instruments which require his or her signature and shall perform all duties incident to his or her office and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

7.3 Duties of Secretary

The Secretary shall maintain the physical and online filing systems of the Co-operative, including the proper filing of minutes and financial documents as determined in these bylaws; sign with the President or other signing officer or officers of the Co-operative such instruments as require his or her signature; and perform such other duties as the terms of his or her engagement call for or the Board of directors may from time to time require of him or her.

7.4 Duties of Treasurer

The treasurer shall have the care and custody of all funds and securities of the Co-operative and shall deposit the same in the name of the Co-operative in such credit unions, banks, or other depositories as the Board of directors may direct. He or she shall at all reasonable times exhibit his or her books and accounts to any director of the Co-operative upon application at the office of the Co-operative during business hours. He or she shall sign or countersign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the Board.

7.5 Delegation

In the case of the absence or inability to act of the President, Treasurer or any other officer of the Co-operative or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other member of the Co-operative.

7.6 Liability of Officers

In accordance with the Act, Officers are responsible to the Co-operative and its creditors for any losses that result from approving a type of financial assistance to directors, members, volunteers or employees that is not normally available to all members.

8. Records and Finances

8.1 Records

Pursuant to the Act and to section 8.2 of these bylaws, copies of the following documents shall be kept at the head office of the Co operative:

- A copy of articles of incorporation and any amendments to them
- A copy of by-laws and all resolutions
- An alphabetical list of all current members, as well as members during the previous 10 years, including their addresses at the time
- A list of all past and present directors, including their residence addresses while directors and periods in office
- Accounting records of all financial transactions
- The minutes of meetings of members, directors, and any executive or other committees

All members may examine the aforementioned records at the site of the Co-operative during normal business hours.

8.2 Electronic Records

Instead of keeping physical records at the site of the Co-operative, the Board of directors may elect to keep electronic records of the minutes of members, directors and any executive or other committees. These electronic records must be accessible online to all members. It is the

responsibility of the Secretary to provide hard copies of any electronic minutes to any member who requests them, within three (3) business days of the submission of the request.

8.3 Auditors

As required by the Act, the members at each Annual General Meeting shall appoint an auditor, who is familiar with the Co-operative accounting and practice. The auditor when appointed shall hold office until the next AGM, and if an appointment is not made, the auditor in office shall continue until he or she vacates the position or until a successor is appointed. The remuneration of the auditor shall be fixed by the directors.

The Co-operative may use an 'Internal Audit Committee' in place of a chartered accountant. The Internal Audit Committee will be created by the Board of directors and will include at least one member with accounting experience. The Internal Audit Committee will review the financial statements and financial control system of the Co-operative to ensure the statements are accurate and timely, and report to the annual general meeting.

The auditor, or members of the Internal Audit Committee shall at all reasonable times have access to the books, accounts and vouchers of the Co-operative and may require from the directors and officers such information and explanations as may be necessary for the performance of his or her duties.

8.4 Cheques, Drafts and Notices

All cheques, drafts or other orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such members of the Co-operative and in such manner as the directors may from time to time designate.

8.5 Banking Business

The banking business of the Co-operative shall be transacted in such banks, trust companies, credit unions or caisse populaires as may from time to time be designated by resolution of the Board of directors. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the directors may prescribe or authorize by resolution.

8.6 Financial Year

The financial year of the Co-operative shall terminate on the last day of August in each year.

8.7 Execution of Documents

Aside from cheques (see Section 8.3) documents requiring the signature of the Co-operative may be signed by any two (2) of the directors, officers and/or staff members who have been given signing authority by the directors. All documents so signed shall be binding upon the Co-operative without any further authorization or formality. The directors shall have power by

resolution to appoint any officer or officers, person or persons to sign documents generally or to sign specific contracts, documents and instruments in writing on behalf of the Co-operative.

9. General

9.1 Dissolution

The general membership may voluntarily dissolve the Co-operative at any time. Dissolution requires a three-fourths ($\frac{3}{4}$) consensus special resolution passed at a GM in accordance with the requirements outlined in section 6.15 of these by-laws.

During any period in which a proposal to undertake dissolution, or any other major change to the structure of the Co-operative or disposition of assets is being considered by the Board of directors or the members of the Co-operative, no new members may be admitted to membership.

9.2 Amendment

Neither this by-law nor any by-law to amend these by-laws is effective until it is passed by the directors and confirmed, with or without variation, by at least three-fourths ($\frac{3}{4}$) of the votes cast at a general meeting of the members of the Co-operative called for that purpose. To facilitate this process, minor amendments to the bylaws which do not alter the spirit of the bylaw in question (such as a change of word choice, correction of typo, or slight rephrasing) may be passed at a meeting of directors by the passing of a special resolution as outlined in section 6.15 of these bylaws.