

## **Bylaw Requirements**

### *Cooperatives Act*

April 2002

This document does not apply to extra-provincial cooperatives continuing or registering under the *Cooperatives Act* as the bylaws in their own jurisdictions apply.

This document identifies what must be and what may be included in bylaws for cooperatives that are continuing, or incorporating under Alberta's *Cooperatives Act* and includes the additional requirements for housing, multi-stakeholder, employment and new generation cooperatives.

The *Cooperatives Act*, which came into effect April 1, 2002, does not include standard bylaws. However, the Act and Cooperatives Regulation identify what must be and what may be included in your bylaws.

The bylaws govern cooperative's internal operations. The Act, regulation and Articles of Incorporation take precedence over the bylaws if there is a conflict between them.

The cooperative's board of directors is responsible for ensuring the bylaws are developed, presented and voted on by the membership. Bylaws do not have to be submitted with continuance or incorporation documents but cooperatives must meet the deadlines for filing their bylaws with the Director of Cooperatives.

#### **Bylaw deadline for new incorporations**

The directors must hold a meeting of members within 180 days of the issuance of the Certificate of Incorporation to make the bylaws. The bylaws come into force the day they are made, or on any later day specified in the bylaws or in the resolution adopting them. Bylaws are binding on both the cooperative and its members.

Bylaws must be filed with the Director within 60 days of the date they come into force. They must be signed by the directors and must have an attached Affidavit of Execution verifying the signatures. Every member and investment shareholder is entitled to receive a copy of the cooperative's bylaws at no charge, once a calendar year.

## **Bylaw deadline for existing cooperatives**

Members of cooperatives continuing under the *Cooperatives Act* must meet to make bylaws within a year of the Certificate of Continuance being issued, or at the next annual meeting of the cooperative which ever occurs first. The cooperative may also call a special meeting to make the bylaws.

The bylaws come in force on the day they are filed with the Director of Cooperatives. Bylaws are binding on both the cooperative and its members.

Bylaws must be filed with the Director within 60 days of the date they are made. They must be signed by the directors and must have an attached Affidavit of Execution verifying the signatures. Every member and investment shareholder is entitled to receive a copy of the bylaws of the cooperative at no charge, once a calendar year.

The bylaws made under the *Co-operative Associations Act* remain in effect until the new bylaws are filed with the Director of Cooperatives. The new bylaws come into force at that time. The Act, regulation and Articles of Incorporation take precedence over the bylaws if there is a conflict between them.

## **How to use this document**

The following chart organizes bylaw requirements in the categories listed below. Each category contains a statement about the requirement and identifies the section of the *Cooperatives Act* or the Cooperatives Regulation that applies. Cooperatives can use the fourth column, 'Bylaw cross reference,' as a reference when creating or amending bylaws.

Membership and member  
Directors and officers  
Meetings  
Investor shares  
Patronage  
Voting and voting rights  
Other.

If you need more information about bylaws, please contact us at  
Phone: Edmonton: (780) 427-5210  
Toll free in Alberta: dial 310-0000 and follow the instructions.  
e-mail: [service.alberta@gov.ab.ca](mailto:service.alberta@gov.ab.ca)

**Membership/Member  
Mandatory Requirements – Apply to all cooperatives**

<b>Topic</b>	<b>Act Section Number</b>	<b>Reg. Section Number</b>	<b>Bylaw cross reference</b>
<ul style="list-style-type: none"> <li>Requirements, qualifications and procedures for membership</li> </ul>	32 33(1)(a) 33(1)(c)	45(a) 45(b)	
<ul style="list-style-type: none"> <li>Requirements for joint membership</li> </ul>	33(3) 33(4)		
<ul style="list-style-type: none"> <li>Cessation or withdrawal of membership including terms and conditions on which membership can be terminated</li> <li>Determining the value and disposition of the member's interest in the cooperative</li> </ul>	36(1) 36(2)	45(i)	
<ul style="list-style-type: none"> <li>Rights and obligations of members</li> </ul>		45(c)	
<ul style="list-style-type: none"> <li>Auxiliary members</li> </ul>		45(d)	
<ul style="list-style-type: none"> <li>Transferring or assigning a member's interest</li> </ul>		45(e)	
<ul style="list-style-type: none"> <li>Minimum number of shares for membership</li> </ul>	102(1)		
<ul style="list-style-type: none"> <li>Cooperatives holding their own shares</li> </ul>	126(1)(b)(i)		
<ul style="list-style-type: none"> <li><b>Other requirements for all housing cooperatives only</b> – member's obligation to provide capital</li> </ul>	392(2) or 402(2)(a)		
<ul style="list-style-type: none"> <li><b>Other requirements for all housing cooperatives only</b> – ending a membership</li> </ul>	396(1) or 402(2)(c)		
<ul style="list-style-type: none"> <li><b>Other requirements for home ownership cooperatives only</b> – member's right to access, use, and possess related services and ancillary facilities</li> </ul>	402(2)(g)		
<ul style="list-style-type: none"> <li><b>Other requirements for all housing cooperatives only</b> - determining member's equity or share value upon termination or dissolution</li> </ul>	392(2)(d) or 402(2)(d)		
<ul style="list-style-type: none"> <li><b>Other requirements for employment cooperatives only</b> – ending a membership</li> </ul>	410(b)		















