

Willingdon Seed Cleaning Cooperative Ltd.

Bylaws



Bylaws
Article 1- Section 1

OBJECT

Of Willingdon Seed Cleaning Cooperative Ltd.

Passed December XX, 2025

- 1.1 The name of this is Willingdon Seed Cleaning Cooperative Ltd. (WSCCL)
1.2 This document is the general bylaws of WSCCL. These bylaws regulate the transaction of business and affairs of WSCCL

Bylaws
Article II- Section 1

Section 1. The Object of this Cooperative shall be;

- To promote the economic welfare of its members by utilizing their united efforts or the purchase, distribution, and production of commodities of the best quality, and for the performance of services in the interest of the members in the most economical way.
- To associate itself with other Consumers' Co-operative Associations throughout Alberta, Canada, and other countries for the purpose of mutual aid.
- To advance the Consumers' Co-operative movement as a system of business having service for its motive.
- To do such other things as shall serve the economic and cultural welfare of its members and the public,

Article II - Section 2

Section 2. The operations of the Cooperative are to be chiefly carried on in the Province of Alberta

Bylaws

Article 1 - Interpretation

BYLAWS

OF Willingdon Seed Cleaning Cooperative Ltd.
Passed **December XX, 2025**

1. "Act" means the Cooperative Act Revised Statutes of Alberta 2001 Chapter C-28.1 or any successor thereto
2. Annual General Meeting" means the annual general meeting (AGM) as described in Article 5.1
3. "General" means the General of Directors of this Cooperative
4. "Board" means the directors elected by the membership.
5. "Bylaws" means the Bylaws of this Cooperative as amended
6. "Cooperative" means the Willingdon Seed Cleaning Cooperative Ltd.
7. "Director" means any person elected or appointed at an AGM.
8. "Executive" shall mean the members presently elected as the Executive Officers of the Cooperative.
9. "Good Standing" shall mean any member whose membership fee has been paid and who is not otherwise disqualified.
10. "Immediate Family Members" means related members of a family residing within the same residence.
11. "Member" means a person qualifying under Article 2
12. "Ordinary Motion" shall mean a simple voting majority of fifty percent plus one (50% plus 1) of members voting at the meetings of the Cooperative, for the purpose of conducting the regular business of the Cooperative.
13. "Policy" shall mean any motion passed by the Executive of the Cooperative for the proper conduct of the Cooperative.
14. "Property" means land, building, and assets on the land and within the buildings.
15. "Secretary-Treasurer" shall mean the individual(s) employed to fill said offices.
16. "Special General Meeting" means any meeting (SGM) of the Membership called outside of the Annual General Meeting.
17. "Special Resolution" shall mean a 3/5 majority (60%) of the members voting at the meetings of the Cooperative for the purpose of changing the objectives and/or bylaws of the Cooperative, removing a director or officer, or expelling a member.

Article II- Membership and Responsibility

1. Eligible members are any persons;
 - a. Membership shall be open to all people who are in agreement with the aims and purposes of the Association, regardless of their race, religion, nationality, political opinions or social position.
 - b. Application for membership shall be made in writing on a form provided for the purpose.
2. Full Members are any person that purchases a membership of;
 - a. as a sole proprietor, partnership of no more than 5 adults.
 - b. for a company, society, corporation of 6 adults or more.
3. Fees for Membership will be in the Fee and Charges Policy.
4. Amended membership fees shall be set at an Annual General Meeting and shall be due and payable prior to the next Annual General Meeting for any new membership sold.
5. Membership will reside with the member until redeemed, revoked, transferred under the approval of the Board.
6. If any member is in arrears with their account for any year, they shall be suspended as per WSCCL policy, and shall thereafter be entitled to no membership privileges or powers in the Cooperative until reinstated upon payment of all arrears.
7. Any member may be expelled from the Cooperative immediately in cases of fraudulent or unethical activities by recommendation of the Board.
8. Any member desiring to resign from the Cooperative shall submit their resignation in writing to the Secretary/Treasurer, who shall present it to the Executive for action. No member's resignation shall be accepted until their dues are paid in full.
9. Members shall sign and abide by the Code of Conduct in Schedule A.

Article III- Officers and Responsibilities

Section 1. The officers of the Cooperative shall be a President, a First Vice-President, 1 Directors, Secretary-Treasurer. Responsibilities of each position are listed in Section 2 to Section 4.

Section 2. President Responsibilities

1. Shall chair Executive, General, Annual General, and Special meetings.
2. Shall be an Ex-officio member on all committees.
3. Shall be a member of the Executive committee.
4. Shall establish the content of the agenda with the assistance of the Manager and
5. Shall act as spokesperson of the Cooperative.
6. Shall set a minimum of four (4) General Meetings per year.
7. Shall respond to concerns from Directors or members regarding operation of the Cooperative.

8. Shall have signing authority for Correspondence, Award Certificates, Financial Accounts, and Legal Documents approved by the Executive of the Cooperative.
9. Shall be the Administrator of the Online Banking and oversee all approvals of revenue and expenditures.
10. Shall abide by the code of conduct.

Section 3. Vice President Responsibilities

1. Shall assume the duties of the President in the event of the President being absent.
2. Shall be a member of the Executive committee.
3. Shall have signing authority for Correspondence, Financial Accounts, and Legal Documents approved by the Executive of the Cooperative, when assuming the duties of the President.
4. Shall review and approve all appropriate revenue and expenditure of the Cooperative.
5. Shall abide by the code of conduct.

Section 4. Director Responsibilities

1. Shall attend all the meetings of the Cooperative, and the General Meetings.
2. Shall prepare and read the correspondence for all meetings.
3. Shall participate in discussions.
4. Shall hold in confidence all closed meeting discussions.
5. Shall share with the Board items of concerns as they develop.
6. Shall abide by the code of conduct.

Section 5. Treasurer Responsibilities

7. Shall attend all the meetings of the Cooperative, the Executive, and the General Meetings.
8. Shall review all revenue and expenditures of the Cooperatives.
9. Shall ensure all monies paid to the Cooperative are deposited in a chartered bank or institution as directed by the General of Directors.
10. Shall receive and present correspondence at the meetings.
11. Shall keep a record of names, telephone numbers, and addresses of the membership.
12. Shall have signing authority for Correspondence, Financial Accounts and other legal documents as approved by the Executive or Cooperative.
13. Shall assist the President in preparing the agenda.
14. Shall abide by the code of conduct.

Section 6 Manager Responsibilities

15. Shall attend all the meetings of the Cooperative, the Executive, and the General Meetings.

16. Shall assure accurate minutes are kept of the meetings listed above.
17. Shall be responsible for notifying the members of the Annual General Meeting.
18. Shall provide a detailed account of revenue and expenditures is presented at the General meetings.
19. Shall ensure all monies paid to the Cooperative are deposited in a chartered bank or institution as directed by the Board of Directors.
20. Shall receive and present correspondence at the meetings.
21. Shall keep a record of names, telephone numbers, and addresses of the membership.
22. Shall have signing authority for Correspondence, Financial Accounts and other legal documents as approved by the Executive or Cooperative.
23. Shall assist the President in preparing the agenda.
24. Shall present the financials to the designated accountant for review and preparation of the AGM.
25. Shall prepare an annual budget for presentation at the Annual General Meeting.
26. Shall present a financial statement (balance sheet) at the AGM.
27. Shall present a "list of check's issued" for ratification at each General meeting.
28. Shall collect membership dues.
29. Shall prepare and submit the necessary documents required for grant applications that are may be available to the Cooperative.
30. Shall follow the records retention schedule as required by law.
31. Shall present Records Destruction Authorization to Executive for file destruction.
32. Shall abide by the code of conduct.

Article IV- Cooperative Meetings

1. An Annual General Meeting (AGM) of the Cooperative shall be held on a day deemed acceptable by the general within 180 days after the conclusion of the fiscal year. The AGM shall be open to all Members.
2. The Fiscal year shall start on July 1 and ends on June 30 of each year.
3. Notice of the Annual General Meeting shall be sent to each member and Associate Member a minimum of three (3) weeks prior to the meeting in a manner deemed acceptable by the Executive.
4. Special meetings of the Cooperative may be called by the Secretary-Treasurer by giving notice to all members a minimum of three (3) weeks prior to the special meeting in a manner deemed acceptable by the Executive. The special meeting may be called:
 - a. upon the instruction of the President or Executive, or
 - b. upon receipt by the President or Secretary-Treasurer of a petition signed by 10% of members in good standing. The petition shall set forth the reasons for calling such a meeting.
5. As per the Cooperative Act, a quorum is ten percent (10%) of members in good standing for an AGM/SGM meet. In addition to the 10% members, a minimum of two-thirds (2/3) of the Board must be in attendance.

6. Voting must be in person, and not by proxy or otherwise, unless social/health restrictions are in force requiring a virtual option.
7. The purpose of the Cooperative's AGM is to do the following:
 - a. To review and approve financial statements and other pertinent reports.
 - b. To elect the Directors.
8. The Following shall be the Order of Business at the AGM
 - a. Call to Order
 - b. Determination of Quorum
 - c. Approval of the agenda
 - d. Approval of the minutes
 - e. Business Arising
 - f. Reports
 - i. Auditors – audited financials
 - ii. President
 - iii. Manager
 - g. New Business
 - i. Appointment of Auditor
 - ii. Budget
 - h. Delegation
 - i. Election of Directors
 - j. Other Business
 - k. Adjournment

Article V- Election of Officers

1. The Executive of the Cooperative shall consist of:
 - a. The executive is composed of the President, Vice-President and the Treasurer. The President and Vice-President shall be elected by the directors at the organizational meeting. All Members in good standing shall be eligible for election to an office of the Cooperative.
2. The Board shall be composed of 2 municipal yearly appointed representatives from the County of Two Hills, 1 municipal yearly appointed representatives r from the County of Lamont and 6 elected directors for a term of 3 years at an AGM.
3. At the AGM/SGM of the Cooperative directors shall hold office until their successors are elected. When more than one member is placed for nomination for an office, the election shall be by ballot and the member receiving the highest number of votes shall be declared elected.
4. No Board member shall hold the same Executive office or Director position for more than six (6) consecutive years.
5. Any director or officer may resign from office by submitting their resignation in writing to the any member of the Executive.
6. Any director or officer may be expelled from the Cooperative immediately in cases of fraudulent, unethical activities by recommendation of the Discipline Committee.

Article VI- Executive

1. Two-thirds (2/3) of the Board shall constitute a quorum for any meeting.
2. An organizational meeting of the Board shall be held immediately following the Annual General Meeting.
3. The Executive may fill any vacancy which may occur in the Executive between Annual General Meetings. The person(s) so appointed shall hold office until the expiration of the term of office of the member replaced.
4. The Executive shall establish policy for the proper conduct of the Cooperative provided that policies shall be in accord with the Objectives and Bylaws adopted.
5. A Special General meeting may be called at any time by the President or Vice President acting for the President, or by a petition signed by 10% of members in good standing. The petition shall set forth the reasons for calling such a meeting. Meeting notice and agenda shall be delivered at the meeting in a manner deemed acceptable by the Executive.
6. Meetings of the Executive shall be held as often as the business of the Cooperative may warrant.
7. Should a member be appointed to the Executive or a committee for the purposes of Cooperative business and requires reimbursement, the member may submit a claim for expenses incurred to the Executive for approval.
 - a. All other members of the Cooperative may be reimbursed upon the submission of a claim form once approved by the board.
8. No officer of the General membership shall publish or cause to be published any matter whatsoever connected with the Cooperative unless the same shall be authorized by the Executive.
9. The books, accounts and records of the Cooperative shall be reviewed at least once each year by an auditor appointed for that purpose at the Annual General Meeting. A complete and proper statement of standing of the reviewed books for the previous year shall be presented at the Annual General Meeting of the Cooperative. The fiscal year of the Cooperative in each year shall be June 30.
10. Preparation and custody of the minutes of meetings, proceedings and other books and records shall be kept by the Manager and may be inspected by any member of the Cooperative at the Annual General Meeting.
11. The Executive may spend funds as approved by the Cooperative at an Annual General Meeting, or at its discretion for the benefit of the Cooperative.

Article VII- Borrowing Powers

1. For the purpose of carrying out its objects, the Cooperative may not borrow but may raise or secure the payment of money in such a manner as it thinks fit, and in

particular the issue of debentures, but this power shall be exercised only under the authority of the Cooperative, and in no case shall debentures be issued without the sanction of a special resolution of the Cooperative.

Article VIII- Amendments to Objectives and Bylaws

Amendments to the Objectives and Bylaws may be made:

1. Only at an Annual General or a Special General Meeting of the Cooperative
2. By the passage of a Special Resolution.
3. By submitting to the Board of Directors, a draft of the proposed amendment, at a minimum, at the Board meeting prior to the Annual General Meeting.
4. Notice of proposed amendments to the objectives and bylaws shall be made available to the membership three (3) weeks prior to the Annual General Meeting.

Article IX- Motions

1. All motions of the Cooperative or Executive shall be automatically rescinded when superseded or contradicted by a subsequent motion.

Article X- Rules and Procedures

1. In the event of an incidence occurs that is not covered under the act, regulation, bylaw, and/or policy, the committee will follow Roberts Rule of Order with the purpose of resolving the matter

Article X- Procedure for Dissolution Section 1

Section 1. Procedure for dissolution shall mean, in the event that the Cooperative dissolves, all funds including all investments and promotional or educational inventory, are to be distributed to the membership at the time of dissolution.

Signed before the people at this meeting at Willingdon in the Province of Alberta this Wednesday, November 12, 2025.

President:

PRINT NAME

SIGNATURE

Vice-President:

PRINT NAME

SIGNATURE

Secretary:

PRINT NAME

SIGNATURE

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Section 2
Cooperative Committees
WSCCL-COM-01-Cooperative Committees- Overview

1. The Executive shall appoint members and alternatives to the following committees, based on written applications received prior to the Annual General Meeting, for the purpose of providing representation, expressing Cooperative concerns or implementing Cooperative Policy:
 1. Board staff performance/hiring
 2. Bylaw/Policy
 3. Disciplinary Committee
2. The Executive may appoint or remove members to **AD HOC** committees as required.
3. The President is an ex-officio member of all committees.
4. The Executive may fill a vacancy at their discretion.
5. Outgoing committee members shall provide incoming members with information about contacts or chairmen for External of Ad Hoc Committees.
6. All committees shall present an update of their committee activities at an executive meeting as requested by the executive.
7. All committees shall follow Record retention and destruction practices as outlined, including Records Destruction Authorization form, found in Schedule C.
8. All committees shall present a written report at the Annual General Meeting.
9. All committee members shall be reimbursed expenses as per approved expenses as per WSCCL Policy

Schedule A - Members Code of Conduct

We, the members of the Willingdon Seed Cleaning Cooperative Ltd. accept our individual and collective duty to participate unselfishly.

We commit to:

Serve the Willingdon Seed Cleaning Cooperative Ltd. by making decisions that best suit the interests of the Agricultural Cooperative and the community it serves.

Prepare and participate in order to add value to the organization at all general meetings and functions.

Honor each other during and outside of meetings, appreciating the value and diversity that each other's experience and perspective bring to our organization.

Speak positively of the Willingdon Seed Cleaning Cooperative Ltd. so that our General, staff, and the public receive a clear, consistent, honest message that honors our organization.

Respect of any information learned during our participation as members.

Avoids conflict of interest by informing the General Membership whenever there is perceived conflict and abstaining from motions, discussions, or decision-making.

Uphold commitments by understanding the Willingdon Seed Cleaning Cooperative Ltd. bylaws, being informed, and supporting the plans set by the General Membership, ensuring the objectives of the Willingdon Seed Cleaning Cooperative Ltd. are being accomplished.

Seek excellence by investing in personal and organizational development and growth.

Schedule B- Board Code of Conduct Commitment Form

Board Code of Conduct

Purpose:

This policy has been established to outline the personal and professional conduct of the Willingdon Seed Cleaning Cooperative Ltd. (WSCCL). The policy will serve to guide any staff, Directors, Executive or contractors that are working on behalf of the WSCCL.

Guidelines:

Board Members:

1. No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the WSCCL.
2. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the WSCCL and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
3. It is every Board member's obligation, in accordance with this code, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from the WSCCL, such compensation will be determined by and approved by the full Board in advance.
4. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
5. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote (and was not present for any discussion, as applicable) and was not included in the count for the quorum for that meeting.
6. Any new Board member will be advised of this code during Board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
7. This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.
8. The WSCCL will maintain a workplace that is free from discrimination and harassment.
9. Any Board member who engages in discriminatory, harassing or undermining conduct is subject to removal from the Board.
10. Complaints alleging misconduct on the part of Board members will be investigated

promptly and as confidentially as possible by the WSCCL Executive or an -
appointed Disciplinary committee.

11. Board members will exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:
 - a. Making attendance at all meetings of the Board a high priority.

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- b. Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
- c. Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- d. Putting the interests of the organization above personal interests with regard to Board matters.
- e. Representing the organization in a positive and supportive manner always and in all places.
- f. Showing respect and courteous conduct in all Board and committee meetings.
- g. Refraining from intruding on administrative issues that are the responsibility of the Manager, except to monitor the results and ensure that actions are consistent with Board policy.
- h. Observing established lines of communication and directing requests for information or assistance to the Executive Director.

Staff/Board/Contractors:

As a representative of the WSCCL you are expected to treat all people with kindness and respect, and be courteous at all times while following the principles set out below:

- Selflessness - You must act solely in terms of the public interest and not in order to gain financial or other material benefits for yourself, family, or friends.
- Integrity - You must not place yourself under any financial or other obligation to outside individuals, groups or businesses that might seek to influence you in the performance of your official duties.
- Objectivity - You must make choices on merit when making decisions on appointments, contracts, or recommending rewards and benefits for individuals, groups, associations or businesses.
- Accountability - You are accountable for your decisions and actions to the public and you must make those decisions in good faith.
- Openness - You must be as open as possible about all the decisions and actions that you take.
- Honesty - You have a duty to declare any private interests relating to your work and you need to take steps to resolve any conflicts arising in a way that protects the public interest and the integrity of the WSCCL. You also have a duty to declare any perceived conflicts of interest
- Leadership - You are to promote and support these principles by leadership and example.
- Staff/Board/Contractors are reminded that confidential financial, personnel and other matters concerning the WSCCL or clients/consumers may be available as part of regular duties from time to time. Staff/Board/Contractors members should not disclose such confidential information to anyone.
- Represent the WSCCL, Staff/Board and members in a positive and professional

manner at all times.

Revision	Date	Revision Description
0	December, 2025	Code approved by Board

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date _____

Signature of Officer, Director or Employee

Date

Signature of Officer, Director or Employee

Date

Signature of Officer, Director or Employee

Date

Signature of Officer, Director or Employee

Date

Schedule C- Records Retention and Destruction

1. Objective

- a) Eliminate the burden of redundant electronic and paper based records.
- b) Protect the confidentiality and integrity of WSCCL records while providing appropriate access and availability of those records.
- c) Standardize and improve the efficiency of the collection of WSCCL records, reduce the financial burden of storage of records.

2. Procedure

- Two master copies shall be kept. Including but not limited to electronic systems.
- Tax and GST documents, grants, investments, - 7 years DESTROY.
- Financial statements, income tax returns, minutes &/or any other corporate/ legal documents – PERMANENT.
- Agreements, contracts, insurance claims- 12 years DESTROY.
- All other documents including but not limited to bursary, President written correspondence- 5 years DESTROY.
- Committee Applications- 1 year DESTROY.
- Record Destruction Authorization Form in Schedule D - PERMANENT with the exception of;
 - Committee applications – 1 year DESTROY.
 - Bursary applications- 1 year DESTROY.
 -
- Shall present Records Destruction Authorization to Executive for file destruction. Found in Schedule D

Schedule C- Records Destruction Authorization Form

RECORDS DESTRUCTION AUTHORIZATION

Date:

To: NAME, WSCCL President

From: NAME, POSITION,

I, _____, COMMITTEE and/or Secretary Treasurer for WSCCL, confirm the attached Records have reached final disposition and are eligible for destruction via secure shredding. I confirm the records detailed on the attached index are not the subject of any active claim, litigation, investigation, audit or Personal Information Protection Act (PIPA) request and are authorized for final disposition.

Does the Document have or may have Historical relevance?

Yes or No

If Yes then discuss with Executive for authorization.

Signing authority

Second signing Authority

Secure Shredding Authorized by:

The secure destruction of these records is hereby authorized on this _____ day of _____, 20____.

President

President Signature

Secure Shredding Witnessed by:

Name

Witness Signature

Records destroyed on: _____ day of _____, 20____.

[illegible]