

Skookum Food Provisioners' Cooperative

Secretary's Manual

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Duties of the Secretary

The office of Secretary is important, as the documents for which the Secretary is responsible constitute the institutional memory of the Association and, as such, are legal documents. The purpose of this document is to set out the duties of the Secretary of Skookum Food Provisioners' Cooperative, so that an incoming Secretary can better understand how to carry out the work of this office.

The Secretary's duties fall into five main areas:

- **Taking minutes of board (and other) meetings (see p. 2)**
Minutes are the most complete record of the history of the Association. Members and incoming directors must have access to all minutes and other associated documents in order to understand the history of the Association and the context in which decisions were made.
- **Maintaining the register of members and the register of directors and officers (see p. 7)**
An up-to-date register of membership is vital, since the Association must know at all times who its members are, whether they are joint members, how to contact them, how many membership shares they hold, whether they have been issued a membership share certificate, and any other relevant information.
- **Keeping the Association's records in order (see p. 8)**
The records of the Association need to be current and organized. The records, which are stored at the registered address of the Association, are available on request for consultation by members, present and former directors and officers, and also by members of the public. It is the Secretary's duty to ensure that anyone requiring access to these records is easily able to find what he or she is looking for.
- **Preparing for general meetings (see p. 10)**
The Secretary must work with the other directors to ensure that the board is preparing for any upcoming general meetings.
- **Filing paperwork with the BC Registrar (see p. 14)**
The Secretary is responsible for filing all Association paperwork with the BC Registrar and keeping records of these filings.

These five areas of responsibility are discussed in the following five main sections.

Taking minutes of board (and other) meetings

The Secretary plays a crucial role in board meetings by making sure that the Association maintains a complete and accurate record of all discussions, decisions, resolutions, and actions.

Prepare agenda for board meetings

The Secretary should prepare and circulate the agenda for each board meeting, in collaboration with the President if appropriate.

It is a good idea to circulate a call for agenda items amongst the directors, sometime within a week of the next board meeting. This may go out with the draft or final version of the minutes of the previous board meeting.

The agenda will typically consist of the following main areas of board business:

- Agenda (accept or revise & accept);
- Minutes of previous meeting (accept or revise & accept);
- Correspondence;
- Treasurer's report;
- Old business;
- New business;
- Recurring business;
- Other business/roundtable;
- Next meeting.

The purpose of these main divisions is set out in the following subsections.

Agenda (accept or revise & accept)

Ideally, the directors have reviewed the agenda ahead of the meeting and have had the opportunity to offer items for discussion at the meeting. Any last-minute revisions or additions to the agenda will be incorporated into the agenda here.

It is not necessary for a director to introduce a resolution to accept the agenda, since it is not an official document of the Association.

Minutes of previous meeting (accept or revise & accept)

Ideally, the directors have reviewed the minutes of the previous meeting ahead of the current meeting and have had the opportunity to send their corrections or additions. If there are any last-minute revisions or additions to the minutes, these will be discussed and noted by the Secretary for incorporation into the final version (see "Circulate and publish minutes" below).

A director will introduce a resolution to accept the minutes of the previous meeting (as they will stand after incorporation of any final revisions, if there are any). Passage of this resolution indicates that the board of the Association accepts the minutes as a full and accurate record of the decisions made at that meeting.

Correspondence

The Secretary will bring forward any important incoming and outgoing mail correspondence.

The Secretary will use his or her discretion to determine if an item of correspondence merits discussion at this point in the meeting. Any correspondence requiring extensive discussion should be carried forward into its own item on the agenda, presumably – although not necessarily – under "New Business".

Email messages of importance to the entire board also fall under this agenda item.

The board should be made aware of any correspondence to or from any government department or other organizations.

Treasurer's report

At each board meeting, the Treasurer will have the opportunity to report on any financial transactions since the previous board meeting.

A director will introduce a resolution to accept the Treasurer's report (as it will stand after incorporation of any final revisions, if there are any). Passage of this resolution indicates that the board of the Association accepts this report as a full and accurate record of the Association's finances at the time of that meeting.

Board members will bring forward any receipts for reimbursement at this point.

Each reimbursement will be discussed and noted in its turn. When completed, a director will introduce a resolution to accept all reimbursements.

Old business

Anything discussed at a previous meeting should be carried forward into this section of the board meeting, unless it is not currently an active item of business for the Association or it has been resolved. It is a good practice to carry an inactive agenda item from meeting to meeting, so that it does not get lost over time. The board can continue to table it until such time as it becomes active once again.

If an item is repeatedly tabled without the board taking any action on it, it can be retired from this section of the meeting. The Secretary or another director should take responsibility for keeping track of it, in case it might need to be reintroduced into the agenda at some future date.

The previous minutes, and particularly the table of tasks/commitments from those minutes, are the best place to find items to go under "Old business".

New business

Anything not previously discussed at a board meeting should go under this heading.

Recurring business

This is the part of each board meeting for discussion of routine matters, such as:

- Reports from committees or working groups;
- Acceptance of membership applications.

All reports will be individually accepted by resolution.

All membership applications will be collectively accepted by resolution.

Other business/roundtable

This is a 'grab-bag' section of the board meeting, for the exchange of information which may be relevant to the board but does not constitute board business.

As of July 2010, the directors of the Association have resolved that members will be invited to attend board meetings, to witness the workings of the board and/or to bring forward a concern or question of interest to them (and presumably to other members or to the Association as a whole). If there is to be a presentation by this member, it can go into this section of the board meeting;

the board can decide whether to move it up in the agenda as appropriate.

Next meeting

The board will conclude by confirming the date, time, and place of the next board meeting.

Have board sign a record of attendance

Section 137 (2) of the BC Cooperative Association Act states, "A director who is present at a meeting of directors or of a committee of directors must sign his or her name in a book kept for that purpose."

Take minutes at board meetings

Taking minutes is something of an art. The main goal is to produce a reasonably complete description of

- the business discussed at the meeting;
- the main decisions made;
- resolutions introduced and passed (or not);
- tasks and actions assigned to individuals or committees/working groups.

"Reasonably complete" here means that it is not important to record exactly who said what, but to sketch the main points of the conversation and to capture the outcome (conversation deferred, action taken, resolution introduced, etc.).

Always try to remember that you are writing as much for posterity as for the present moment. Even when it seems like too much detail, it is extremely useful to have people's full names written out (at least when they are first mentioned). Likewise, organizational and other names should be written out in full before being repeated as acronyms. The Secretary should ask himself/herself whether someone reading the minutes in a few years' time will be easily able to understand the issues, the people involved, and the decisions made.

The first page of the minutes consists of a table containing the tasks and commitments, who they are assigned to, and the deadline (if any); and another table containing the resolutions introduced, by whom, and the outcome (passed, defeated, etc.). This makes the highlights easy to find and assimilate.

I have found that it is invaluable to make an audio recording at board meetings. This makes it easier for the Secretary to participate in the conversation while making notes only of the most critical points

(tasks/commitments, resolutions). Working from the audio recording makes it much easier to produce minutes which fairly represent the tone of the conversation and the main details which need to be recorded for posterity.

The board has a policy requiring that all copies of all digital audio files be destroyed/deleted once the final version of the minutes is accepted by the board.

Circulate and publish minutes

Once the Secretary has produced a good draft of the minutes (including tasks/commitments and resolutions), he or she will circulate it among the board. It is a good idea to give the directors a firm time limit for reading and sending back their additions, corrections, clarifications, questions, or comments.

Once this deadline is reached, the Secretary will incorporate any feedback into the minutes as he or she sees fit, and then send out the final version to the board.

It is best to get the final version of the minutes to the board no less than three days before the next board meeting.

At that meeting, the board will introduce a resolution to accept the minutes of the previous meeting. There may be further additions or corrections to make.

Once the minutes have been accepted by resolution, the Secretary will make a PDF of the minutes, send this PDF to the board by email, and post a copy to our website. The Secretary will print out one good copy and file it amongst the records of the Association, as well as in his/her personal record of all minutes.

Other meetings

The Secretary is also responsible for creating the agenda for all general meetings (see "Preparing for general meetings" p. 10), and for recording minutes from these meetings.

In addition, the Secretary will maintain copies of all reports from any committees and working groups. Since these reports are not necessarily official, they do not need to be made available to any persons, members, or directors (see "Keeping the Association's records in order" p. 8). Nonetheless, they constitute a valuable part of the institutional memory of the Association and should therefore be filed in some kind of sensible order so they can be found later.

Maintaining the register of members and the register of directors and officers

The Secretary is responsible for ensuring that the register of members is kept up to date at all times, and that the information stored in that register is accurate.

Currently we keep our register of members and our register of directors in the form of a Microsoft Access database.

Log new membership applications

When a new membership application comes in, the Treasurer will take and deposit the payment and the Secretary will take the form and enter the membership information into the database. The Application Date is on the form; the Approval Date will be filled in with the date of the board meeting at which the application is approved.

If any information is missing, it is the Secretary's responsibility to follow up with the applicant and get the missing information.

Bring new membership applications forward for acceptance

The Secretary will make sure that all new membership applications that have come in since the last board meeting will be on the agenda of the current board meeting, under the heading "Acceptance of new members' applications" in the "New business" section.

The Secretary will introduce a resolution to accept these new membership applications. All applications will be accepted collectively, unless there is any reason to exclude some applicants.

Log approval of new membership applications

As soon as a member's application has been accepted by resolution of the board, the Secretary will note this by filling in the "ApprovalDate" field of the database with the date of the board meeting at which the application was accepted.

This date is crucial, as only those members whose applications were accepted more than 30 days before the date of a general meeting are eligible to vote at that meeting.

Notify new members of their acceptance

Upon acceptance of a member's application by resolution of the board, the Secretary will send out an email message from the main Skookum email account to welcome these new members to Skookum.

Enter new members' email address into Members email list

As soon as a member's application has been accepted by resolution of the board, the Secretary will add the member's email address to the Members group in Google Mail. That way, any email sent to members@skookumfood.ca will reach that member; and that member will also be able to send email to members@skookumfood.ca.

Keeping the Association's records in order

The Secretary is responsible for ensuring that the records of the Association are kept up to date and complete at all times.

Part 8, Division 3 of the BC Cooperative Association Act sets out the list of records which must be kept at the registered address of the Association, and which of those records are to be made available to members of the public or to present or former directors of the Association.

Records to be made available to any person

These records must be kept at our registered office and made available to any person:

- our certificate of incorporation;
- a copy of our Memorandum of Association, including every amendment of it;
- a copy of our Rules, including every amendment of them;
- our register of members;
- our register of directors;
- a copy of every document or other record filed with the registrar relating to the Association;
- a copy of every certificate issued to us by the registrar;
- a copy of every order of the registrar relating to the Association;

- a copy of every written contract under which the Association has allotted any shares for a consideration other than cash;
- if the Association is being wound up, the minutes of every meeting of our creditors;
- a copy of every prospectus and takeover bid circular issued in the preceding 10 years by the Association or any subsidiary;
- a copy of every information circular issued in the preceding 10 years by the Association or any subsidiary;
- a copy of the instrument of continuation under section 183, if any;
- if a receiver or receiver manager is appointed under an instrument registered in the office of the registrar, the name and address of the receiver or receiver manager, the date of the appointment of the receiver or receiver manager and the date the receiver or receiver manager ceases to act or completes the duties of that office.

Records to be made available to members and current and former directors

The following records must be kept at our registered address and made available to any member, current director, or former director (if the records relate to the time when the former director was a director):

- the minutes of every general meeting of the Association;
- a copy of
 - every audited financial statement of the Association, including the auditor's report, and
 - if the appointment of an auditor has been waived under section 109 for any financial years, the unaudited annual financial statements of the Association, for those years.

Records to be made available to current and former directors

In addition, the following records must be kept at our registered address and made available to any or director or former director (if the records relate to the time when the former director was a director):

- the minutes of every meeting of the Association's directors;
- a copy of every other document and instrument approved in the preceding 10 years by the Association's directors;
- a copy of every mortgage created or assumed by the Association, whether or not required to be registered.

Preparing for general meetings

The secretary is responsible for making sure that the Association's members are properly notified of an upcoming general meeting, whether this is an Annual General Meeting or a Special General Meeting. This is critically important, as there are strict legal requirements concerning how the notice of the meeting is to be distributed to members.

The regulations concerning an Annual General Meeting are, in all relevant details, the same as those concerning a Special General Meeting.

For a checklist to help prepare for general meetings, see p. 17.

Members eligible to attend and vote at a general meeting

Rule 53 states: "The record date for any general meeting is the 30th day before the date of the meeting of members. Only those members whose names are entered on the register of members on the record date are entitled to vote at the general meeting."

The Secretary must take care to ensure that all membership applications received before the record date for a general meeting are brought forward for the board's consideration. This might mean setting up a meeting of the directors right before (or on) the record date of the meeting, for the purpose of approving applications for membership.

Rule 69 states that "The only persons entitled to be present at a general meeting are those entitled to vote at that meeting, the auditor of the Association, if any, and others who are entitled or required under any provision of the Act or these Rules to be present."

And Rule 70 states: "A person who is not entitled to be present at a general meeting under Rule 69 may be admitted to a meeting only on the invitation of the chair or with the consent of the members at the meeting."

In the weeks leading up to a general meeting, the Secretary should work with the other directors to determine the board's policy concerning attendance at the upcoming general meeting: whether to admit only members eligible to vote; or all members, regardless of whether or not they are eligible to vote; or all members and interested members of the public.

The Secretary should also take the lead in determining which documents will be made available to members at the general meeting. This is particularly important in the case of members who have opted to receive notification of the general meeting by email, since they may not print out the agenda, special resolutions, etc.

Notice of general meeting

By law, the directors must notify the members of the Association no less than fourteen (14) days ahead of a general meeting.

At the 2010 AGM, the Association passed a special resolution allowing members to opt for email delivery of meeting notices. At least fourteen (14) days ahead of the general meeting, the Secretary will email the notice of meeting (and any accompanying documents) to those members who have opted for email delivery.

The Secretary will mail (by Canada Post) the notice of meeting, along with any accompanying documents, to all members who have not opted for email delivery, giving sufficient lead time that it can be deemed to have arrived at least fourteen (14) days ahead of the general meeting. Rule 159 states that "A notice [sent by prepaid mail] is deemed received on the second day, not including Saturday and holidays, after the date of mailing." So we need to mail these packets out at least sixteen (16) days before the general meeting.

Special resolution(s) to be brought forward at a general meeting

If a special resolution is to be brought forward at a general meeting, Rule 57 states that the notice of meeting must contain "the full text of the special resolution, or, if the full text of the special resolution is too lengthy for convenient inclusion in the notice, a summary of the text in sufficient detail to permit a member to form a reasoned judgment concerning the special resolution."

Some (but not all) of the categories of motions that must be decided by special resolution are:

- Amendment of the Memorandum of Association or Rules (BC Cooperative Association Act, Section 68 (2));
- Waiving the appointment of an auditor (BC Cooperative Association Act, Section 109);
- Investment of an amount greater than \$1000 (Rule 141);
- Removal of a director (Rule 106);
- Readmission to membership of a person whose membership was terminated (BC Cooperative Association Act, Section 39).

Financial statement

Section 153 of the BC Cooperative Association Act states that the directors must place a financial statement before the members attending a general meeting.

Rule 55 states, "A copy of the financial statement that is to be placed before a general meeting must be provided to the members at least 10 days before the date set for the meeting."

The Secretary will work with the Treasurer to ensure that a copy of the financial statement either goes out with the notice of meeting or is mailed or emailed separately with sufficient lead time that it will be deemed to have been received no more than ten (10) days before the meeting.

The Secretary is also responsible for making sure that there are enough printed copies of this financial statement at the general meeting so that every member who is eligible to attend can have a copy to review as it is presented and discussed.

Report from the directors

Section 153 of the BC Cooperative Association Act states that the directors must present the report of the directors to the members at each general meeting.

The Secretary is responsible for making sure that there are enough printed copies of this report at the general meeting so that every member who is eligible to attend can have a copy to review as it is presented and discussed.

Agenda of the general meeting

The Secretary will work with the other directors and officers to create the agenda of the general meeting. In so far as possible, this agenda should go out with the notice of meeting; however, this is not a legal requirement.

Rule 48 sets out the order of business at a general meeting as follows:

- 48** The order of business at the first general meeting and at annual general meetings, to the extent appropriate in the circumstances, must be as follows:
- (a) meeting to be called to order;
 - (b) notice convening meeting to be read;
 - (c) minutes of preceding annual general meeting to be read and adopted or amended and adopted as required;
 - (d) business arising out of minutes to be considered;
 - (e) reports of standing and special committees to be read;
 - (f) financial statement to be placed before the meeting;
 - (g) reports of directors and auditors to be read;
 - (h) election of directors and appointment of auditors;
 - (i) special business to be considered;
 - (j) unfinished business to be considered;
 - (k) new business to be considered.

Anything other than the report of the directors, the financial statement, the auditor's report, the election or appointment of directors, and the appointment or waiver of appointment of an auditor is considered special business. Rule 56 states that the notice of meeting "must state the nature of the special business in sufficient detail to permit a member to form a reasoned judgment concerning the business."

Attendance, ballots, etc.

The Secretary is responsible for producing a list of all members eligible to vote at the general meeting. Either the Secretary or another member should greet members and other attendees as they arrive at the general meeting. The person at the door will check off members' names as they arrive and hand them the materials they need for the meeting:

- Agenda of the meeting;
- Financial statement;
- Ballot in case of voting for directors;
- Report from the directors;
- Anything else that the directors must place before the members attending the general meeting;
- Anything else that the directors choose to place before the members attending the general meeting.

Minutes of the general meeting

The Secretary will take minutes of the general meeting. If unable to do so, the Secretary will see to it that a member is designated to take minutes.

Once these minutes have been accepted by the board, the Secretary will create a PDF of the minutes and email it to all members.

Filing paperwork with the BC Registrar

Forms pertaining to a Cooperative Association are found here:

<http://www.fin.gov.bc.ca/registries/corppg/crcoop.htm>

The main ones that the Secretary will be concerned with are:

- [Form 3](#) (FIN719): Annual Report
- [Form 5](#) (FIN743): Notice of Change of Directors
- [Form 6](#) (FIN744): Special Resolution
- [Form 8](#) (FIN779): Notice of Change of Registered Office

These are dealt with below.

Note that these forms are made available in the form of PDFs which can be typed into, but which cannot be saved. Once you enter information into them, you must print them out.

Since the Association is required to save a copy of all forms filed with the Registrar, it is critical to save a copy before mailing the form. (The only form for which the Registrar will acknowledge receipt by sending back a duplicate is the Annual Report form.) Make a photocopy of the form with all information and the signature of the authorized signer. Save that in the Association's records (see "Keeping the Association's records in order" above).

All of these forms require our Incorporation Number: CP-2089.

Annual Report (Form 3)

Filing fee: \$30. Section 126 of the BC Cooperative Association Act stipulates that this form must be filed "... within 2 months after an association's annual general meeting..." and must be filed once in each calendar year. It is really a simple record of the date of the AGM, the date of the financial year end, and the names and addresses of the directors elected at the meeting.

The Annual Report form must be filed along with the Notice of Change of Directors form. Filing fees resulting from an annual general meeting will

therefore be \$50 in total, setting aside any other filings resulting from that annual general meeting.

Remember to save a photocopy of the form with date and signature, as the Registrar will not return a copy (nor acknowledge receipt unless there is an error). This photocopy must be filed in accordance with the requirements set out in the section "Keeping the Association's records in order", p. 8.)

Notice of Change of Directors (Form 5)

Filing fee: \$20. This form must be filed whenever there is a change in the directors, including as a result of elections held (or directors appointed by acclamation) at an annual general meeting. At any time other than at an annual general meeting, if the board appoints a director to the board, or if a director steps off the board, this form must be filed.

Remember to save a photocopy of the form with date and signature, as the Registrar will not return a copy (nor acknowledge receipt unless there is an error). This photocopy must be filed in accordance with the requirements set out in the section "Keeping the Association's records in order", p. 8.)

Special Resolution (Form 6)

Filing fee: \$70. This form must be filed whenever the membership passes a Special Resolution at a general meeting which pertains to one of these other Sections of the Cooperative Association Act:

- 68 (2): Amendment of memorandum and rules
- 71 (2): Disposition of association's undertaking;
- 191 (3) (a): Amalgamation;
- 197 (1) (a): Dissolution.

We do not need to file special resolutions pertaining to other matters, e.g. waiving the appointment of an auditor.

Because it is filed in duplicate, one copy will be returned to indicate that the Registrar has filed the Special Resolution. Nonetheless, it is a good idea to photocopy the form as sent to the Registrar, as a backup in case of confusion. The duplicate copy and/or photocopy must be filed in accordance with the requirements set out in the section "Keeping the Association's records in order", p. 8.)

Notice of Change of Registered Office (Form 8)

Filing fee: \$20. This form must be filed whenever the registered address of the Association changes.

Remember to save a photocopy of the form with date and signature, as the Registrar will not return a copy (nor acknowledge receipt unless there is an error). This photocopy must be filed in accordance with the requirements set out in the section "Keeping the Association's records in order", p. 8.)

Appendix A: Checklist for general meetings

- At least two months before the date of the general meeting, begin to work with the board (especially the President) to assemble the agenda for the general meeting. See the section “Agenda of the general meeting”, p. 12, for the list of agenda items and their ordering.
- At about 30 days – and no fewer than about 20 days – before the general meeting, plan and hold a meeting of the directors to accept all outstanding membership applications. The aim is to accept as many applications as possible submitted up to the record date of the meeting, but with enough lead time that these new members can be properly notified.
- At about 20 days before the general meeting, prepare the notice of meeting and any ancillary materials to go out with that notice. These include:
 - the agenda for the meeting (required);
 - the financial statement of the Association (required);
 - the notice, text, and explanation of all special resolutions to be brought forward at the general meeting (required);
 - the Report from the Directors (optional).
- At about 20 days before the general meeting (and no fewer than the number of days required by law for notification by regular mail, for which see the section “Notice of general meeting” on p. 11), mail out all notices and ancillary materials to those members who have not opted to receive notices by email.
- For the general meeting itself, prepare sufficient paper copies of the following for members:
 - the agenda for the meeting;
 - the financial statement of the Association;
 - the notice, text, and explanation of all special resolutions to be brought forward for voting;
 - the Report from the Directors;
 - paper ballots, to be used to identify members eligible to vote and also in case of secret ballot voting for directors.
 - all outstanding share certificates, signed by a director.

Checklist for Skookum general meetings

- For the general meeting itself, prepare:
 - a tally sheet for easier calculation of the voting results in case of a vote for directors;
 - a list of all members **eligible** to vote at the meeting, to be used for taking attendance as members enter the meeting;
 - a list of all members **ineligible** to vote at the meeting, to be used for taking attendance as members enter the meeting;
 - a sign-in sheet for all non-members (assuming that the meeting is open to non-members); as well as membership application forms;
 - a printed copy of Form 3 (Annual Report) and a printed copy of Form 5 (Notice of Change of Directors), so that these forms may be filled out and mailed off immediately after the meeting.
- At the general meeting:
 - ensure that all attendees are greeted at the door; members eligible to vote must be noted on the attendance form, so that the minutes can show how many members were present and eligible to vote – this number could be important in case of a contested vote during the meeting, or in the less likely case that there is no quorum at any point during the meeting.
 - in case of voting by show of hands, be sure that only members eligible to vote are voting; this is easier if show-of-hands voting is done by raising the ballot slip, since only members eligible to vote will have these slips.
 - take minutes during the meeting, paying attention to the wording of any motions brought forward.
- After the general meeting:
 - make sure that all documents (Change in Directors; Annual Report; Special Resolution if applicable) are filed with the Registrar.
- After the first meeting of the new board:
 - submit to First Credit Union a letter signed by two directors attesting to the names and offices of all directors with signing authority on our First Credit Union chequing/savings account.