HOW TO START A CO-OPERATIVE 2011

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Introduction to the Co-operative Council

The Nova Scotia Co-operative Council has represented some 400 co-operative and credit union businesses in Nova Scotia since it's inception in 1956, when co-operatives and credit unions came together under the leadership of Father Moses Coady, to encourage and support community-owned enterprise.

The Council is governed by a volunteer board of directors who represent co-operative and credit union businesses from Sydney to Yarmouth. It is the membership of the Council that approves the strategic and business direction at the annual general meeting each year.

The Council's five priority areas are:

- 1) Bringing all types of co-operatives together to form a strong and vibrant co-operative movement in Nova Scotia
- 2) Encouraging the development of a 'co-operative identity' with the public of Nova Scotia
- 3) Acting as an advocate for co-operatives with the municipal, provincial, and federal governments
- 4) Encouraging, supporting, and promoting the development of co-operative enterprises
- 5) Positioning the Council as a financially sound and self-sufficient organization

The Council currently has offices in Cape Breton (902-564-8821), Southwestern Nova Scotia (902-245-8776), and Central Nova (902-893-8966).

In addition to co-operative partners, the Council enjoys a positive and fruitful relationship with the Province of Nova Scotia, particularly the Office of Economic and Rural Development, the Department of Community Services, and InNOVAcorp.

The Council has put a tremendous amount of time and resources into developing a series of cooperative publications, which offer current and reliable information on important co-operative issues.

Co-operatives are an integral part of the province's economic growth and diversification. Mature, stable, and sustainable businesses, yet also moving into new and growing areas of the economy, co-operatives constitute major players in the Nova Scotia economy. The Nova Scotia Co-operative Council is working to ensure that co-operatives remain in the forefront of development for years to come.

Together, let us grow our economy - one co-operative at a time!

Telderman
Dianne Kelderman, M.CED, M.Ed

Chief Executive Officer

Our Business Development Team

The Nova Scotia Co-operative Council is dedicated to the development of co-operatives and credit unions in Nova Scotia. Our team of business development officers is focused on supporting the development of new and innovative co-operatives, while stimulating the effectiveness and growth of existing ones.

Most co-ops are established to fill common needs of individuals and communities. However many are not focused on management and business practices. Our experience shows that a lack of expertise and support specific to the co-operative model prevents co-ops from becoming more effective for their members and communities. To operate effectively, they must understand and practice good governance and business practices. Our development team is here to provide these much needed services to start and strengthen your co-op.

Members of the Council have access to a broad range of development services. Assessments and consultations are also available to non-members to determine the advantages of membership and development services. These services include:

- General consultation
- Feasibility assessments
- Incorporation assistance
- Governance and management information
- Business planning
- Co-operative law and regulation interpretation
- Financing options

Our business development officers have solid backgrounds in co-operative development, as well as valuable contacts within the co-operative, private business, and government sectors.

There is no cost for basic services. These include many of the consultation and start-up requirements for the creation of new co-operatives, as well as advisory services for established co-ops. Many of our more comprehensive professional services are provided on a cost recovery basis. For further information, please contact the business development officer in your area.

Central Nova

Meghan Farrell

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Introduction to Co-operatives

A co-operative is an enterprise or business owned by an association of persons seeking to satisfy common needs (access to products or services, sale of their products or services, employment, etc).

This association includes one or more kinds of users or stakeholders of the enterprise:

- Consumers who use the enterprise to acquire products or services, such as a retail co-operative, housing, health care or day care co-operatives)
- Producers, such as independent entrepreneurs, artisans or farmers who use the enterprise to
 process and market the goods or services they produce or to buy products or services
 necessary to their professional activities
- Workers who use the enterprise to secure their employment and control their working conditions

Co-operatives operate democratically (one person, one vote) through two bodies - general meeting of the members and the board of directors, which is composed of members elected at a general meeting. The delegate structure may be required to reflect the size of the organization or the distance covered by the co-operative.

Purpose of a Co-operative

The purpose of a co-operative is both economic and social. It may include social development or local economic development through job creation, or the provision of goods and services that would be otherwise unavailable.

Consumer Co-operative

The purpose is to meet the member's needs by offering them the best quality and/or price for products and services (examples are food, housing, childcare, etc).

Producer Co-operative

The purpose is to meet the member's needs by offering them the best price for products and services bought by members (as in a supply co-op) or sold for members (as in a marketing co-op). Examples of producer co-operatives include agricultural supplies, grain or dairy processing co-operatives.

Worker Co-operative

The purpose is to meet member's needs of securing employment or finding work that offers good working conditions (better salary or working environment). Examples are all sectors, although primarily sectors where labour or knowledge is key to the business operation. A variance of worker co-operatives is when employees acquire a minority share ownership in the employer's business.

Co-operative Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Co-operative Principles

The Co-operative Associations Act requires co-operatives operate on a 'co-operative basis', as defined in the legislation and as generally accepted by co-operatives across Canada.

Co-operatives are guided by seven principles as defined in legislation and agreed by co-operatives around the world. The International Co-operative Association formally adopted these principles at its Congress in Britain in 1995. These principles are:

Voluntary & Open Membership

Co-operatives offer voluntary and open membership to all persons able to use the services and willing to accept the responsibility of membership without gender, social, racial, political or religious discrimination.

Democratic Member Control

Co-operatives are democratic organizations controlled by their members who actively participate in setting policies and making decisions. Men and women serving as elected representatives are accountable to the members. In primary co-operatives, members have equal voting rights (one member, one vote). Co-operatives at other levels are also organized in a democratic manner.

Member Economic Participation

Members contribute equitably to, and control the capital of, their co-operative. They receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for developing the co-operative, benefiting members in proportion to their transactions with the co-operative and supporting other activities approved by the membership.

It is important to note that these three general principles are set out in legislation and must be followed by every co-operative. These principles are the main distinguishing characteristics of a co-operative enterprise.

Autonomy & Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations (including governments) or raise capital from external sources, they do so on terms that ensure democratic control by the members and maintenance of their independence.

Education, Training & Information

Co-operatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their co-operative. They inform the general public, particularly young people and opinion leaders, about the nature and benefits of co-operation.

Co-operation Among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, regional, national and international structures.

Concern for Community

In focusing on member needs and wishes, co-operatives work for the sustainable development of their communities.

Co-operative Ideals

In addition to the above principles, co-operatives usually follow ideals. Those which are included in provincial legislation are identified here as 'PL'. Co-operation is an economic system with a social content requiring:

- Regular reports from the executive to the membership (PL)
- Continuous member education
- No proxy voting (PL)
- Encouragement of co-operation both at home and in other countries
- No contribution to the furtherance of the interests of any political party (PL)
- A rejection of excessive government aid and of unnecessary state intervention in co-operative affairs
- A rejection of special privileges from government or from other agencies which would render it difficult for the co-operative to become self-sufficient and/or maintain its independence

Co-operativism is primarily an economic system requiring:

- The establishment of a standardized and accurate bookkeeping system
- The periodic auditing of all commercial entries and of the bookkeeping by impartial and competent auditors (PL)
- The encouragement of cash trading

A co-operative strives to be just, equitable and fair by:

- Treating all patrons equally
- Treating employees justly and paying fair wages
- Not discouraging collective bargaining by employees
- Assuring service to members is paramount
- Ensuring that only the best goods and services are to made available to members and customers

Share Capital

A co-operative's start-up capital usually comes from shares or loan capital purchased by members. Each member's liability is limited to the amount of his or her share in the capital.

A co-operative may be formed in accordance with:

- A provincial co-operative statute, setting out its corporate form and mode of operation
- The Canadian Co-operative Associations Act, when the co-operative has a place of business in at least two provinces

The Nova Scotia provincial statute recognizes two kinds of co-operatives:

- A for-profit co-operative that usually gets their financing from the sale of shares to members
- A non-profit co-operative that usually gets their financing from fees and loan capital from members

A for-profit may also get their financing from loan capital as well. Loan capital is equity which earns interest, which is an expense to the co-operative.

How is a Co-operative Different?

Co-operative	Investor-Owned Business	Non-Profit Organization
	OWNERSHIP	
The share is listed in the member's name	A share carries no name. Unless registered, it belongs to the bearer	There is no ownership. Members are accepted when they agree to
Shares or loan capital may not increase in value. They can only be redeemed by the co-op at par	A common share may increase in value. A shareholder may sell his or her shares to another person at an	pay annual dues confirming member status or a one-time membership fee
value	agreed upon price	Anyone may become a member,
Member's responsibility is limited to the amount of the shares and/or loan capital they hold	Shareholder's responsibility is limited to the value of the shares they hold	whether or not they benefit from the services of the organization, as long as they support the purpose of the organization
	VOTING	
Members are entitled to only one vote at a general meeting, regardless of the number of shares or loan capital they hold	The number of votes a shareholder is entitled to at a general meeting is equivalent to the number of shares held in the	One person, one vote. Delegates or proxies may be used depending on governing legislation
Co-ops with a large and dispersed	company	
membership may introduce delegate structure for representing members (ex. delegates representing multiple members from a geographic district)	A shareholder may obtain a proxy to vote for other shareholders	
No proxy voting allowed		

SURPLUS

Legislation may limit or prohibit the payment of interest on shares or loan capital

Surpluses are paid into the reserve or to members as patronage returns proportional to the business done by each member. Patronage dividends are issued in the form of shares or loan capital

Legislation stipulates that a co-op's general reserve is indivisible

Some co-ops are structured as nonprofit co-operatives. Surpluses are not distributed to members There is no limit on share dividends

Profits may be distributed in the form of dividends according to the provisions for each class of shares, or reinvested in the company. The value of shares reflects the net value of the corporation

Shareholders may dispose of all of the assets of the business in accordance with certain legislative provisions Surpluses do not belong to individual members, but to the organization. They may not be redistributed among the members, but must be returned in full to the indivisible general reserve of the organization

The Democratic Structure

A co-operative operates according to the rules of parliamentary democracy.

Annual General Meeting

The board of directors must call and organize an annual general meeting. The by-laws may provide for a quorum (number of members or percentage of total members), without which a general meeting may not be held. One member may not vote for another member (i.e. no proxy voting). In particular, the membership meeting has exclusive authority to:

- Amend the articles and by-laws
- Elect members of the board of directors and of other committees as required
- Appoint the external auditor
- Decide to wind up the co-operative or amalgamate it with another co-operative
- Decide to apply for membership in a federation or another interco-operative organization

Board of Directors

The board governs the co-operative on behalf of the members. It has exclusive authority to:

- Hire and fire the person holding the position of chief executive officer
- Approve salary and human resources management policies
- Define the co-operative's strategic and operational objectives
- Dispose of the co-operative's assets
- Set the amount and method of payment for patronage dividends
- Approve or refuse repayment of member's equity
- Prepare and submit the annual report of activities to the general meeting
- Set any limitations for the chief executive officer

Chief Executive Officer

The chief executive officer (CEO) has the same responsibilities and powers as in any corporation (i.e. planning, organizing, directing and controlling the enterprise). The CEO works closely with the board of directors and must keep it informed of all the enterprise's activities.

The CEO has the power to hire and fire employees of the enterprise in accordance with the provisions of the articles and by-laws and with the directives and policies issued by the board of directors.

Types of Co-operatives

Type of Co-operative	Examples
FINANCIAL	
 These co-ops offer financial, loan, investment and/or insurance services to their members 	Credit unions
	 Caisses populaires
 They are owned by user-members or by subscribers to insurance 	 Insurance co-operatives
	 Mutual companies
C O N S U M E R	
 Provide their members with goods for personal use 	• Food
 Owned by the consumers of the goods sold by the co-op 	Housing
Work in various sectors	• Hardware
 Range from small purchasing groups to large supermarket organizations 	Clothing
SERVICE	
Provide services to their members	 Water supply
 They are owned by the users of the services 	 Community development
Range in size from shall to large	• Electricity
 Represent an interesting alternative to public services delivery 	 Natural gas
	• Daycare
	• Funeral
	Healthcare
	 Transportation
	• Tourism
P R O D U C E R	
Process and/or market their member's products and services	 Agricultural/livestock
directly	 Farm supply
Sell the input necessary to their member's economic activities	• Crafts
 Owned by members that purchase from or deliver to them products and services they market 	Fisheries
products and services they market	Equipment pooling

WORKER

- Purpose is to provide their members with work by operating an enterprise. They may be found in all economic sectors
- Owned by their employee members. They are mainly part of the small or medium sized enterprise sector
- Members are the collective owners and obtain jobs and control the management and administration of their enterprise
- Employees can form a co-op for acquiring voting shares of the corporation which employ them

- Agri-food
- Arts & entertainment
- Retail manufacture & sales
- Communications & marketing
- Construction & renovation
- Education
- Forestry
- Printing & publishing
- · Industrial manufacturing
- · Ambulance services
- Business services
- · Home care

WORKER

- Membership of these co-ops is made of different categories of members who share a common interest in the organization (i.e. clients, workers, investors, community organizations, etc)
- Health services
- Disabled business
- Community services

How a Co-operative Works

A co-operative is both an association of people and an enterprise. Therefore, it has two different structures:

- Association of people composed of all the democratic structure (i.e. general meetings, board of
 directors, other boards, and committees) in which members of their representatives, elected on
 a one-person-one-vote basis, can participate directly as delegates of groups of members
- Enterprise's structure the complexity of which may vary with the scale and nature of economic activities, and which may be more or less similar to that of other private enterprises, with a head office and administrative units

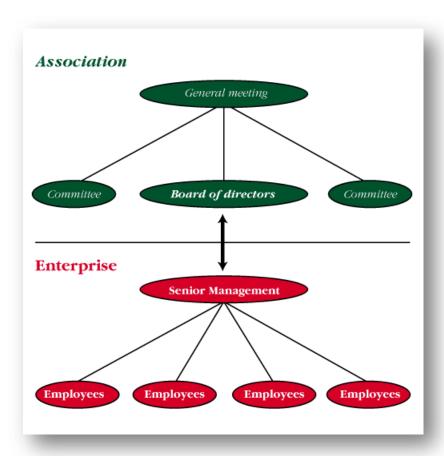


Figure 1 - Source: Alain Bridault, Managing the Democratic Process in a Co-operative, from the collection of Managing a Co-operative, Sillery, Quebec, ORION Research and Consulting Co-operative, March 1998, Page 36.

The association of people is directed by a voluntary board of directors. The co-operative is governed by the board of directors and directed by the person holding the position of chief executive officer, general manger or executive director. An 'executive director' usually heads up a non-profit co-operative or an association.

Forming a Co-operative in Nova Scotia

Articles of Incorporation & By-laws

A co-operative's articles and by-laws are like a government's constitution. They define the rights and obligations of each member of the co-operative. They constitute a legal document. They may only be amended by a majority of two-thirds of the members at a general meeting. They must include provisions regarding the following:

- The co-operative's objectives and its fields of activity
- Requirements for becoming a member, including the number of co-operative shares and termination of membership, both withdrawal or expulsion
- The procedure for calling the annual general meeting, special general meetings and meetings of the board of directors
- The powers and responsibilities of the board of directors and other committees
- The powers and responsibilities of the chief executive officer and/or executive director
- Corporate indemnification of the board and officers

How to Incorporate

An organization must be incorporated under the Co-operative Associations Act in order to be called a co-operative. The requirements for incorporation are outlined in the Co-operative Associations Act, which is administered by Service Nova Scotia and Municipal Relations, through the Co-operatives Branch. When forming a co-operative, there are two important choices to be made:

- Do people join by buying shares or by contributing membership fees?
- Will the co-operative be for-profit or non-profit?

Although any combination is possible, generally members join for-profit co-operatives by buying shares and people join non-profit co-operatives by contributing either a one-time or annual fee, as per the following chart:

TYPE	SHARES	MEMBERSHIP FEES			
For-Profit	Х	_			
Non-Profit	_	Х			

Incorporation requires two documents, articles of incorporation and by-laws.

The articles of incorporation and by-laws must include the following information:

The name of the association with the word 'co-operative' as part of its name and with 'limited'
as the last word in its name

A name reservation request should be submitted to the Registry of Joint Stock Companies or the Inspector of Co-operatives, along with the appropriate fee for the NUANS System names search to reserve a name before you complete the articles or by-laws. An alternative name will avoid delays in having the documents processed if your first choice of name is unacceptable.

- The objects of the co-operative, which is a brief description of the type of business and special aspects of the business
- The limitation of liability for members, which is a statement which limits the liabilities of the members to their investment in the co-operative
- The par value of shares or the amount of membership fees (usually 10 to 100 dollars)
- The signature, name, and address of the first three to seven members, witnessed by an adult who is not directly associated with the new co-operative
- The conditions of membership or the ownership of shares and/or loan capital
- The election and terms of office of directors and officers
- The value of shares and loan capital, the terms of payment and the limit on dividends or interest to be paid annually
- The conditions governing annual or general meetings
- Corporate indemnification provisions
- Borrowing of money provisions
- Matters related to audits and financial reporting
- Other matters deemed important for the effective operation of the co-operative

Directors

The provisional directors named in the articles of incorporation (generally the initial subscribers) will serve as directors until the co-operative's first general meeting, when directors are elected for a term of office from among the members or shareholders.

The first general meeting must be held within four months of incorporation, at which time the board of directors is to be elected according to the by-laws. Directors are responsible for the management of the co-operative's business and other affairs as set out in the by-laws.

Registration

Prior to submitting an application, it is important to establish the co-operative's basic purpose so that everyone shares the same understanding of the organization's goals and objectives.

To apply for incorporation, one copy of the articles of incorporation, by-laws signed by the subscribers to the articles of incorporation and the appropriate fees must be submitted to the Inspector of Co-operatives. Upon approval, the Inspector shall forward the application to the Registrar.

Following the registration of the articles of incorporation and the by-laws, the Registrar issues a certificate of incorporation. The co-operative will be incorporated on the date mentioned on the certificate.

The articles and by-laws are to be forwarded to:

Inspector of Co-operatives Co-operatives Branch 3 - 80 Walker Street Truro, NS B2N 4A7

Attach the required registration fee of \$119.94. Please make all cheques payable to the Inspector of Co-operatives.

A certificate of incorporation will be mailed to the co-operative's registered address approximately ten business days after the Inspector approves the documents. Approved copies of the articles and by-laws will accompany the certificate.

Seven Steps in Forming a Co-operative

Develop the Co-operative Business Idea

Step 1 - Assemble a Group of Interested People

Identify the needs to be met:

- Unavailability or instability of work
- Unavailability of certain products and services
- Poor quality of certain products and services
- Products and services over-priced
- Market development

Identify professional assistance needed to launch the business:

- Legal consultant
- Co-operative development officer at the Nova Scotia Co-operative Council
- Feasibility study, business plan, and financial consultant
- Accounting consultant
- Other

Step 2 - Conduct a Feasibility Study

- Conduct a preliminary market review
- Identify available technical and financial assistance
- Assess receptiveness to the co-operative business in the local community
- Evaluate if the co-operative is the best legal framework to use or if the kind of co-operative selected is the most suitable
- Define the intended benefits of the co-operative for members (i.e. quality, price, etc) and characteristics
- Products and services offered (consumer's co-operative)

- Products and services marketed (producer's co-operative)
- Salaries and working conditions (worker's co-operative)
- Evaluate the project's potential to attract the minimum number of members required

If this study is not conclusive, the group should re-evaluate its business idea. If this study shows that the planned co-operative is feasible, the group can proceed to the second phase.

Coordinate Pre-Incorporation Activities

Step 3 - Hold an Organizing Meeting

- Choose the corporate name of the co-operative and the location of its head office
- Define the co-operative's mission (i.e. objective and purpose)
- Elect a temporary board of directors and secretary to the board
- Officially submit an application for incorporation as a co-operative from the provincial ministry responsible for co-operatives or from Industry Canada, if you are incorporating federally

Step 4 - Conduct a Viability Study

- Obtain financing for the viability study from such sources as:
 - i. Internal financing by the members
 - ii. Special grants
 - iii. Negotiate a technical assistance or business start up agreement with a specialized organization
- Define the strategic objectives
- Evaluate the various strategic scenarios, production costs; as well as human, material and financial resources necessary
- Evaluate the various start-up financing scenarios
- Do a preliminary projection of budgeted statements and of a cash budget (revenues and expenditures, investments by members in share capital, partners, credit union or bank loans, grants, etc)

If this study concludes that, although the planned co-operative looks feasible, it would not be financially viable, the group should consider terminating the project. If the study shows that the new co-operative will be financially viable, the group can proceed to the third phase.

Organize & Start-up the Co-operative

Set up ad hoc committees to distribute the workload among the members of the first board of directors (i.e. planning committee, training committee, committee to draft by-laws, etc).

Step 5 - Organize the Co-operative

- Decide on the co-operative's structure and define the various categories of members, if necessary (i.e. consumers, suppliers, workers, etc)
- Determine the roles and responsibilities of the various democratic bodies (general meeting, board of directors, committees, etc)

- Establish the articles and by-laws
- Recruit members
- Organize and offer a program to train members in the administration and management of a cooperative, the chairing and running of annual meetings or the operation of a committee or board

Step 6 - Organize the Enterprise

Plan the operation of the enterprise:

- Draw up an organization chart of the enterprise
- Do the operational planning for the first year of activities
- Negotiate contracts for the supply of necessary products and services and sales or marketing contracts (depending on the type of co-operative and the nature of the enterprise)
- Devise and implement an ad hoc accounting system
- Define the duties and responsibilities of each position
- Select and recruit the person to occupy the position of CEO or general manager

Plan and organize the enterprise's start-up financing:

- Determine the value of the membership share to become a member (i.e. \$5 or \$50?)
- Evaluate the value of the share capital on start-up and during the first three years of operation (in terms of the expected growth in the number of members)
- Prepare the loan capital by-laws, if applicable
- Draw up the overall financing plan for the first three years of operation
- Draw up the business plan
- Negotiate the capital contribution of external financial partners, if necessary (i.e. CEDIF capital corporations, private funds, caisse populaire or credit union investment programs, etc)
- Apply for a government start-up grant, if they are available and if required
- Negotiate medium term credit union or bank loans and a line of credit

Recruit and train the enterprise's staff members:

- Select and recruit employees
- Organize and offer a staff training program
- Organize and offer a co-operative training program

Ensure the legality of the enterprise's operations. Take care of the legal formalities and obtain the legal authorization necessary to start-up the enterprise's activities:

- Federal government employer numbers for GST/HST for Revenue Canada (attached to the approval of incorporation)
- Provincial numbers for the provincial revenue department, for provincial tax

- Co-operatives may also have to register with, or be licensed by, other legislation or federal or provincial departments
- Municipal permit, employee number, etc

Step 7 - Hold the Initial General Meeting

- Adopt the articles and by-laws
- Adopt the business plan
- Approve the co-operative's membership in a sectoral federation or an inter-sectoral intercooperative organization
- Appoint an external auditor
- Elect the members of the board of directors and any other committees (if the general meeting has the power to do this)

Post-Incorporation Requirements

To maintain the legal status of a co-operative, the Co-operatives Branch should receive the following three reports annually, within two weeks of the annual general meeting, which is required to be held within four months of the co-operative's fiscal year-end.

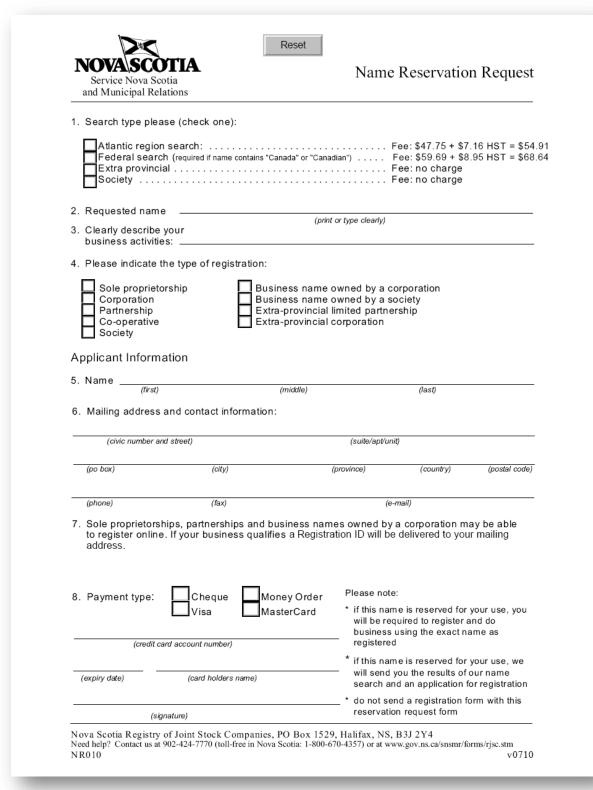
Annual report to the inspector

Financial statement for the year-end

Annual registration fee of \$29.71, made payable to the Inspector of Co-operatives

Other forms are required from time to time and are available on the Co-operatives Branch website at www.gov.ns.ca/snsmr/access/business/registry-joint-stock-companies/co-operatives.asp.

Name Reservation Request



For-Profit Incorporation Documents



For Profit Articles and By-laws

Co-operative Associations Act

Page 1 of 5

THE CO-OPERATIVE ASSOCIATIONS ACT

ARTICLES OF INCORPORATION AND BYLAWS
FOR A FOR-PROFIT CO-OPERATIVE

LIMITED BY SHARES OR LIMITED BY MEMBERSHIP FEE NAME: The name of the association is DISJECTIVES: The objectives for which the co-operative is established are to carry or on a co-operative basis: Including the act and things set forth under Section 16 of the Co-operative Association Act. LIABILITY: The liability of the members is limited. REGISTERED OFFICE: (a) The registered Office of the Co-operative shall be (street/911 address and postal code) The mailing address if different shall be
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(street/911 address and postal code) The mailing address if different shall be
The mailing address if different shall be
(PO Box or other mailing address and postal code)
Phone: (902) Fax: (902) Email:
b) The board may from time to time determine the place or places at which the business of the co-operative shall be carried on.
THE SEAL: The seal of the Co-operative shall be such as to make a circular impressinaving two circles between which are the words:
<i>(co-operative's name)</i> and inside the inner circle the words, "Incorporated 20 "

Co-operatives Branch, 80 Walker Street, #3, Truro, N.S., B2N 4A7 Email: nscoop@gov.ns.ca
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For Profi



For Profit Articles and By-laws Co-operative Associations Act

Reg	istry (of Joint Stock Companies Page 2 of 5
6.		ANCIAL YEAR: the financial vear of the Co-operative shall be first day of to the last day of (month)
		,
7.		HDRAWALS: Members' applications to withdraw their membership and shares shall made in writing to the board and shall be subject to a policy of the board of directors.
8.	request exc Co-	MBERSHIP: The Board shall determine the conditions of membership including the uirements to pay equity in the form of fees or shares. Members shall withdraw or be luded from membership according to Section 29 or Regulations 4 and 6 of the operative Associations Act, and also if a member acts contrary to the best interests of Co-operative.
9.	ΜE	ETINGS:
	(a)	The annual meeting of the members shall be held within four months of the year-end. Special meetings shall be held when called by the secretary as directed by the directors, or by a written request of the members as per Section 5(2) or Regulation 17 of the Co-operative Associations Act. All meetings shall be at such place as the directors or the Inspector may from time to time determine.
	(b)	At all meetings of the members shall constitute a quorum.
	(c)	Notice of annual or special meetings shall be posted prominently in the place of business of the co-operative and shall also be mailed by post to the registered address of the members at least ten days prior to the meeting.
10.	ВО	ARD OF DIRECTORS:
	(a)	The board of directors shall consist of directors who shall be elected for a term of years arranged so that director(s) are elected each year. The maximum number of consecutive terms a director may serve is
	(b)	The directors shall meet as often as the business of the Co-operative may require but not less than A quorum shall consist of directors.
	(c)	If a vacancy occurs in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members shall hold an election to complete the term of vacancy.
	(d)	Eligibility for election to the board of directors: 1. agrees with objectives of the cooperative; 2. accepts leadership position when requested; 3. supports the Co-operative wherever possible.
11.		TIES OF OFFICERS: The board may appoint a president, secretary and other officers are responsible to the board. Their duties shall be specified by the board.
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Service Nova Scotia and Municipal Relations Registry of Joint Stock Companies

For Profit Articles and By-laws Co-operative Associations Act

Page 3 of 5

12.		ARES AND MEMBER LOANS: The Board shall determine the conditions of membership including the requirements to pay equity in the form of fees or shares.
	-	For co-operatives limited by shares: The par value of shares isdollars (\$) each. There shall be% dividends paid on shares. A minimum number of shares to be held by each member is
	<u>OR</u>	Each member may be required to lend to the Co-operative all or part of the patronage dividends payable to him/her by the Co-operative, and the Co-operative is authorized to apply to the member's account the said dividends during such time as she/he remains a member of the co-operative.
		For co-operatives limited by membership fee: The membership fee isdollars (\$). The membership fee is not repayable.
	(b)	Member loans may be issued. Interest rates shall be determined by the board of directors, but shall not exceed% per annum.
13.	earr	NERAL RESERVE: A general reserve shall be created by allocating from retained nings each vear not less than% of the surplus until the general reserve is al to% of the shares and member loans of the Co-operative.
14.	BOF	RROWING POWERS:
	(a)	The Co-operative is hereby authorized to borrow money from its members for specific periods of time at specific rates of interest.
	(b)	The Co-operative is authorized to exercise all and every power to borrow money and to secure payment thereof which is conferred upon it by the Nova Scotia Co-operative Association Act, Chapter 98, Acts of 1989.
	(c)	The directors of the Co-operative may exercise all such powers and to all such acts and things as may be exercised or done by the co-operative in respect of the borrowing of money, and the provision of security for such borrowing, as has been delegated to the directors by the co-operative.
	(d)	The directors of the Co-operative shall not, on behalf of the co-operative, authorize or approve capital borrowings or the guarantee of capital borrowings in excess of a total of
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For Profit Articles and By-laws Co-operative Associations Act Page 4 of 5

15.	DISSOLUTION: If for any reason the affairs of the Co-operative are dissolved or wound
	up and there remains after satisfaction of all liabilities, including shares and/or member
	loans, any property whatsoever, it shall be divided among the members
	equally <u>or</u> in proportion to their shares in the Co-operative.

- 16. CORPORATE INDEMNIFICATION: Subject to the provisions of the (N.S.) Co-operative Associations Act, every director and senior officer or his/her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Co-operative, from and against:
 - (a) all costs, charges and expenses whatever that such director or officer sustains or incurs in or out of any action, suit or proceeding that is brought, commended or prosecuted against the director or officer, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the director or officer in or about the execution of the duties of his/her office, and
 - (b) all other costs, charges and expenses that the director or officer sustains or incurs in or about or in relation to the affairs thereof.

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For Profit

1.					Check	all that apply
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	print name			telephone number	Direc	
	address	town		postal code	Offic	er position
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	al number of shares taken/fees paid		Dated this	day of	, 20	l
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٩d٥	dress:					
Эс	cupation:			Telephone:		
			ON 447 F. "	nscoop@gov.ns.ca		

Non-Profit Incorporation Documents



Non Profit Articles and By-laws

Co-operative Associations Act Registry of Joint Stock Companies Page 1 of 5 THE CO-OPERATIVE ASSOCIATIONS ACT ARTICLES OF INCORPORATION AND BYLAWS FOR A NONPROFIT CO-OPERATIVE LIMITED BY SHARES LIMITED BY MEMBERSHIP FEE NAME: The name of the association is the OBJECTIVES: The objectives for which the co-operative is established are to carry on on a co-operative basis: including the acts and things set forth under Section 16 of the Co-operative Associations PROVIDED THAT, if for any reason, the operations of the Co-operative are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given and paid to some other nonprofit organization in Canada having objects similar to those of the Co-operative. PROVIDED THAT, the Co-operative shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Co-operative shall be used solely for the purpose of the Co-operative, and the promotion of its objects. PROVIDED THAT, no part of the income of the Co-operative shall be payable to or otherwise available for the personal benefit of any member thereof. PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly any profit from their positions as such:

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expenses incurred by him/her in the performance of his/her duties.

LIABILITY: The liability of the members is limited.

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable



Non Profit Articles and By-laws Co-operative Associations Act

Page 2 of 5

	(street/911 address and postal code)					
The	e mailing address if different shall be					
	(PO Box or other mailing address and postal code)					
Tele	ephone: (902) Fax: (902) Email:					
(b)	The board may from time to time determine the place or places at which the business of the co-operative shall be carried on.					
	E SEAL: The seal of the Co-operative shall be such as to make a circular impressiing two circles between which are the words:					
"						
	(co-operative's name)					
and	l inside the inner circle the words,"Incorporated 20					
FIN	FINANCIAL YEAR: the financial year of the co-operative shall be the first day of					
	to the last day of (month) (month)					
	(month) (month)					
	THDRAWALS: Members' applications to withdraw their membership and shares s made in writing to the board and shall be subject to a policy of the board of directo					
request exc Co-	MBERSHIP: The Board shall determine the conditions of membership including to uirements to pay equity in the form of fees or shares. Members shall withdraw or luded from membership according to Section 29 and Regulations 4 and 6 of the operative Associations Act, and also if a member acts contrary to the best interes the Co-operative.					
	ETINGS: The annual meeting of the members shall be held within four months of the year- end. Special meetings shall be held when called by the secretary as directed by directors, or by a written request of the members as per Section 5(2) or Regulation 17 of the Co-operative Associations Act. All meetings shall be at such place as to directors or the Inspector may from time to time determine.					
(b)	At all meetings _ of the members shall constitute a quorum.					
(c)	Notice of annual or special meetings shall be posted prominently in the place of business of the co-operative and shall also be mailed by post to the registered address of the members at least ten days prior to the meeting.					



Service Nova Scotia and Municipal Relations Registry of Joint Stock Companies

10.

BOARD OF DIRECTORS:

Non Profit Articles and By-laws Co-operative Associations Act

Page 3 of 5

(c) Notice of annual or special meetings shall be posted prominently in the place of business of the co-operative and shall also be mailed by post to the registered address of the member at least ten days prior to the meeting.

	(a)	The board of directors shall consist of directors who shall be elected for a term of years arranged so that director(s) are elected each year. The maximum number of consecutive terms a director may serve is
	(b)	The directors shall meet as often as the business of the Co-operative may require but not less than
		A quorum shall consist of directors.
	(c)	If a vacancy occurs in the board of directors, the directors may appoint a member to fill that vacancy until the next annual meeting when the members shall hold an election to complete the term of vacancy.
	(d)	Eligibility for election to the board of directors: 1. agrees with objectives of the cooperative; 2. accepts leadership position when requested; 3. supports the Co-operative wherever possible.
11.		TIES OF OFFICERS: The board may appoint a president, secretary and other cers who are responsible to the board. Their duties shall be specified by the board.
12.	SHA	ARES AND MEMBER LOANS:
	(a)	The Board shall determine the conditions of membership including the requirements to pay equity in the form of fees or shares.
		For co-operatives limited by shares:
0.5		The par value of shares is dollars (\$) each. There shall be <u>no</u> dividends paid on shares. A minimum number of shares to be held by each member is
<u>OF</u>	<u>{</u>	For co-operatives limited by membership fee:
		The membership fee isdollars (\$). The membership fee is not repayable.
	dire	mber loans may be issued. Interest rates shall be determined by the board of ctors, but shall not exceed % per annum.
	elp?	s Branch, 80 Walker Street, #3,Truro, N.S., B2N 4A7 Email: nscoop@gov.ns.ca Contact us at 902-893-6190 (toll-free in Nova Scotia: 1-800-670-4357) or at www.rjsc.ca v0210



Registry of Joint Stock Companies

Non Profit Articles and By-laws

Co-operative Associations Act Page 4 of 5

 GENERAL RESERVE: A general reserve shall be created by allocating from retained earnings each year 100% of the surplus.

14. BORROWING POWERS:

- (a) The Co-operative is hereby authorized to borrow money from its members for specific periods of time at specific rates of interest.
- (b) The Co-operative is authorized to exercise all and every power to borrow money and to secure payment thereof which is conferred upon it by the Nova Scotia Co-operative Association Act, Chapter 98, Acts of 1989.
- (c) The directors of the Co-operative may exercise all such powers and to all such acts and things as may be exercised or done by the co-operative in respect of the borrowing of money, and the provision of security for such borrowing, as has been delegated to the directors by the co-operative.
- (d) The directors of the Co-operative shall not, on behalf of the co-operative, authorize or approve capital borrowings or the guarantee of capital borrowings in excess of a total of ______dollars (\$______) in a single fiscal year without having first obtained formal approval from a meeting of the members of the Co-operative by way of a special resolution.
- 15. DISSOLUTION: If for any reason the affairs of the Co-operative are dissolved or wound up and there remains after satisfaction of all liabilities, including shares and/or member loans, any property whatsoever, it shall be paid to a nonprofit organization whose objectives are similar to those of the Co-operative.
- 16. CORPORATE INDEMNIFICATION: subject to the provisions of the (N.S.) Co-operative Associations Act, every director and senior officer or his/her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Co-operative, from and against:
 - (a) all costs, charges and expenses whatever that such director or officer sustains or incurs in or out of any action, suit or proceeding that is brought, commended or prosecuted against the director or officer, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the director or officer in or about the execution of the duties of his/her office, and
 - (b) all other costs, charges and expenses that the director or officer sustains or incurs in or about or in relation to the affairs thereof.

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Non Profit

	UBSCRIB	ERS / FOUNL	ING MEMBERS			Page 5 o
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Frequently Asked Questions

Co-operative Versus Company or Society

Are there advantages to forming a co-operative rather than a traditional company or society?

Definitely, particularly if you think you will need to obtain the commitment and advice of associates. The co-operative option could then prove to be the best legal choice because it is an organizational tool designed to meet the needs and facilitate the operations of both small groups and large groups with ten, hundreds or even thousands of members. It offers a proven legal framework for governing collective decision-making and for protecting everyone's best interests.

Therefore, if you are attempting to meet a special economic, social or cultural need, the cooperative's legal format may be the best way to become an entrepreneur or resolve your problem with others who share the same goals. You might be looking for a way to obtain affordable, quality housing or access to cable television or any other product or service unavailable in your region. You might want to create a job corresponding to your abilities and your requirements or reduce your costs of production. By forming a consumer or service co-operative, you will be able to obtain:

- Products or services you need as co-owner of an enterprise operating according to democratic rules, you will be able to define the characteristics of the products or services with the other members
- Products or services at a lower cost the enterprise is not operated to maximize profits that must be returned in the form of dividends to shareholders, but to maximize member's cooperative advantage (i.e. quality products and services at the best possible price)

By forming a worker co-operative, you will be able to obtain:

- A job the job you do not have or the job you would like to have
- Better working conditions the right to take part in defining your working conditions (i.e. salary, benefits, organization of work, health and safety in the workplace, etc)
- Proportional returns the right to share in surpluses in the form of returns in proportion to your salary or hours of work

Does a co-operative perform as well as a traditional enterprise?

It may perform a great deal better. Some studies comparing the performance of co-operatives with private enterprises operating in the same economic sector have demonstrated their superiority in two ways:

- Significantly longer survival
- Better quality of products and services

Members know that the business belongs to them. They know that the better their support and the greater the surplus the enterprise generates at the end of the year, the more they can increase their income through returns.

The co-operative model is also particularly well suited to new methods of participatory management being increasingly adopted by enterprises wishing to maximize their performance and the quality of their client services.

People

How many people are needed to form a co-operative in Nova Scotia?

Provincial legislation requires from three to seven members to form consumer, service, producer or worker co-operatives within Nova Scotia.

Non-Profit Co-operatives

Is a co-operative always non-profit?

Although the primary goal of a co-operative is not to maximize profits, but rather service to members, a co-operative must nevertheless generate sufficient revenue to cover expenses and ensure its growth. After securing in a general reserve the capital required for financing the expansion of the business, any surpluses remaining are usually returned to the members.

Beyond this basic requirement and in accordance with certain existing federal and provincial legislation governing co-operatives, a co-operative may decide not to distribute any surpluses and will meet the definition of a non-profit organization. There may, therefore, be two kinds of co-operatives:

- For-profit co-operatives those in which members may redistribute any surpluses of the enterprise among themselves in the form of returns proportional to their business transactions with the co-operative during the fiscal year
- Non-profit co-operatives those in which any operating surpluses of the enterprise may not be distributed to the members and must be returned in their entirety to the co-operative's general reserve (i.e. housing, daycare, health and other similar co-operatives)

Shares & Loan Capital

Must all members of a co-operative purchase shares?

Yes, if the co-operative is listed as a co-operative with shares. Otherwise, a membership fee will be required.

What is the cost of a share in a co-operative with share capital?

A distinction must be made between a share and number of shares required to become a member of a co-operative. The number of shares, or the cost of the shares that a member purchases will depend on the kind of co-operative and on the federal or provincial legislation governing the co-operative. When it is first set up, each co-operative defines the minimum amount each person will have to invest to become a member. This amount may correspond to one share or to several shares, which is to be set out in the articles of incorporation and by-laws of the co-operative.

Provincial legislation decrees that the value of a share is always the same, such as one hundred dollars. Depending on investment or start-up requirements, a co-operative will define the number of one hundred dollar shares a person must purchase to become a member. In a consumer co-operative, it might be one fifty dollar share. In a producer or worker co-operative, where initial start-up costs are higher, it might be a total of one thousand dollars or more.

Must all members have exactly the same total value of shares?

No. All must have the minimum number of co-operative shares and/or loan capital defined by the co-operative in order to be eligible for membership, but some members may decide to invest more and to buy more than this minimum number. This does not give them greater rights in the co-operative because the rule of one person, one vote applies regardless of the number of shares a member has. The amount members must invest in co-operative shares and loan capital may vary greatly from one co-operative to another. It depends on the enterprise's capital requirements. Shares may also be bought through payroll deduction of a percentage of salary (for example, five percent) in a worker co-operative or through the payment of patronage returns in the form of loan capital, enabling the enterprise to finance its own growth in whole or in part.

What is loan capital?

Loan capital is similar to a share or preferred share, except that an annual interest return applies. A co-operative issues loan capital when it needs capital for its development projects. Loan capital is not a title of co-ownership as a member share is. Loan capital has a rate of interest, but no redemption date. A co-operative may define several different kinds of loan capital with different interest rates. It must be included in the articles and by-laws of the co-operative for each type.

May non-members invest in a co-operative?

Normally, only members may invest in a co-operative. Given the size of the investment necessary to start-up or develop an enterprise in certain economic sectors, the province has established a program for investment in a co-operative called a Community Economic Development Investment Fund (CEDIF), which is usually a separate co-operative that invests in the primary co-operative. Individual investors receive a 30 percent tax credit on their share purchase. For more information on CEDIFs, contact the business development officer in your area.

Salaries

Do all members earn the same salary in a worker's co-operative?

This is not obligatory. It may sometimes be the case in very small co-operatives, such as co-operatives composed only of professionals. However, a co-operative must adapt its salary policies (particularly its salary scale) to the practices in effect in the sector in which it is operating. Otherwise, it runs the danger of having production costs that are too high to be competitive in the marketplace. If salaries are too low, the co-operative may face difficulty hiring or retaining experienced workers. Salary policies are set by the board of directors.

Sources of Assistance & Information

Nova Scotia Co-operative Council

The Nova Scotia Co-operative Council is the provincial development arm of the co-operative and credit union system and represents 400 co-operative and credit union members. The Council was incorporated in 1946 and is governed by a volunteer board of directors, representative of all sectors and regions of Nova Scotia, from Cape Breton to Yarmouth. At the annual general meeting each year, the members give approval to the strategic direction and mandate for the Council's activities. The Nova Scotia Co-operative Council can be reached at:

PO Box 1872, 339 Willow Street

Truro, NS B2N 6C7 Phone (902) 893-8966 Fax (902) 895-0109

Email info@nsco-opcouncil.ca Web www.nsco-opcouncil.ca

Conseil coopératif acadien de la Nouvelle-Écosse

Le Conseil Coopératif Acadien de la Nouvelle-Écosse is a group of Francophone and Acadian cooperatives with a mission to promote co-operative development in francophone communities throughout Nova Scotia. They envision a future where Acadians continue to have an improved quality of life through their collaborative work.

Their work includes providing information services, consultation, coordination and training to cooperatives; to help establish co-operatives that meet the economic and social needs of the community; to support initiatives that promote the economic development; to act as a spokesperson for the Francophone co-operative movement in Nova Scotia; to develop recommendations for government policies; and undertake research projects.

Darlene Doucet, Executive Director PO Box 667, 15122 Cabot Trail Cheticamp, NS B0E 1H0 Phone (902) 224-2205 Email coopacadien@ns.sympatico.ca Web www.conseilcoopne.ca

Co-operatives Branch

The Co-operatives Branch administers the Co-operative Associations Act of Nova Scotia providing incorporation, registration, inspections, and liquidation services to the province's co-operatives. The mandate of the Co-operatives Directorate is:

You will find a directory of co-operatives and other resources, including co-operative legal forms (change of address, change of name, incorporation, registration, etc) on their web site.

3 - 80 Walker Street Truro, NS B2N 4A7

Phone (902) 893-6190 Fax (902) 893-6108 Email nscoop@gov.ns.ca

Web www.gov.ns.ca/snsmr/access/business/registry-joint-stock-companies/co-operatives.asp

Canadian Co-operative Association

The Canadian Co-operative Association is a national association of co-operatives which provides research, education, training and assistance to co-operatives. The association has extensive education and training programs for co-operatives, boards, management and staff. It is the national representative organization for Canada's English language co-operatives. The Canadian Co-operative Association can be reached through the following contact information:

400 – 275 Bank Street Ottawa, ON K2P 2L6 Phone (613) 238-6711 Fax (613) 567-0658

Email info@coopscanada.coop Web www.coopscanada.coop

CHF Canada

The co-operative housing movement consists of housing co-operatives, whether occupied or under development, the people who live and work in them and the organizations and individuals that support and serve them. CHF Canada is the national umbrella organization for co-op housing and Canada's link with co-op housing around the world. CHF Canada exists to unite, represent and serve the co-op housing community across Canada. Our staff is located in offices in Ottawa, Toronto, Winnipeg, Vancouver and Halifax.

Our international work is carried out through Rooftops Canada Foundation, an international development organization founded and supported by CHF Canada and its members.

300 - 202 Brownlow Avenue Dartmouth, NS B3B 1T5 Phone (902) 423-7119 Fax (902) 423-7058

Email kbrodeur@chfcanada.coop

Web www.chfc.ca

The Co-operators

The Co-operators Group Limited is a 100% Canadian-owned company with over 60 years of history as a co-operative. Member-owners are co-operatives, credit unions and like-minded organizations, representing a variety of sectors and regions across the country. The Co-operators provides specially designed insurance programs for co-operatives, including bonding, fire, liability, theft, automobile, housing contents and director liability. They can be reached at:

130 Macdonell Street Guelph, ON N1H 6P8 Phone (519) 824-4400 Fax (519) 823-9944

Email service@cooperators.ca Web www.cooperators.ca

Conseil canadien de la coopération et de la mutualité (CCCM)

Le Conseil canadien de la coopération et de la mutualité a pour mission de créer un environnement propice au développement des coopératives francophones à travers le Canada.

275 rue Bank, 4e étage Ottawa, ON K2P 2L6

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Web www.cccm.coop

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Nova Scotia Co-operative Council

MAKING A DIFFERENCE IN NOVA SCOTIA COMMUNITIES