

6. Board of Directors

The Board of Directors are responsible to provide a fair and equitable voting process giving all members the opportunity to vote for their Board of Directors.

6.01 Number of Directors

The board shall establish, by resolution, within the minimum and maximum number stated in the Articles, the number of directors required to constitute a full board.

6.02 Qualifications

(a) No person shall become or continue as a director if that person:

(i) is not an individual;

(ii) is under 18 years of age;

(iii) is an individual who:

a) has been found to be a person of unsound mind.

b) Is an officer or team member of the North Central Co-operative Association Ltd.;

c) Is an officer or team member of the labour union that represents the team members of North Central Co-operative Association Ltd.;

d) Is a partner, parent or child of an officer of the North Central Co-operative Association Ltd.;

e) Is a relative residing in the same dwelling of (b);

f) Is a current team member of or retired team member, within the last five years, of the Senior Leadership Team of Federated Co-operative Association Ltd.;

g) Is a current member of the Board of Directors of Federated Co-operative Association Ltd.;

h) Is a current member of a Board of Directors of another Cooperative within our Cooperative Retail System;

i) Is a terminated team member of North Central Co-operative Association Ltd.;

j) Is a retired team member of the North Central Co-operative Association Ltd., within the last five years;

k) has an account with North Central Co-operative Association Ltd. or within the Cooperative Retail System that is more than 90 days in arrears;

l) Has the status of "in bankruptcy" or has declared bankruptcy in the last three years;

m) purchased goods or services, or a combination of both, from North Central Co-operative Association Ltd. during the last fiscal year of the Co-operative, worth the collective amount of less than \$2,500.

6.03 Member Relations Committee

On behalf of the Board of Directors the Member Relations Committee is tasked with the primary responsibility for matters pertaining to:

- a) the nomination function in accordance with the roles and responsibilities of the committee as identified in policy;
- b) ensuring that an independent recruitment process is in place to attract qualified candidates;
- c) the voting procedure and the election function in accordance with the roles and responsibilities of the committee as identified in policy.

6.04 Removal of Directors

The Board of Directors may remove a Director from office at a special meeting by an ordinary resolution passed by two-thirds majority of the Directors.

6.05 Ceasing to Hold Office

A director ceases to hold office when that director:

- a) dies, resigns, or is removed from office as per 6.04:
- b) fails to attend three consecutive meetings of the board of which he or she has been properly notified, without reasonable circumstances, as determined by the board.
- c) No longer qualifies as a director under 6.02.

6.06 Quorum

A quorum of the board is a majority of the number of directors that the board has established, pursuant to North Central Co-operative Association Ltd.'s current Articles.

6.07 Electronic Attendance

A director may attend a meeting of the directors by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in a meeting by these means is considered to be present at the meeting.

6.08 Notice of Meetings

Notice of time, date and place of all required meetings of the elected directors will be presented to and approved annually by the Directors.

Notice of additional meetings shall be delivered electronically to all Directors a minimum of ten days before the additional meeting is to be held.

6.09 Remuneration and Expenses

The North Central Cooperative Association Ltd. Directors shall be paid remuneration for their services as approved by the membership of North Central Cooperative Association Ltd.