

Cooperative By-Law Reference Guide – Province of Manitoba

This document offers a brief overview of information that may be useful in the creation or amendment of your cooperative's by-laws as per the [Cooperatives Act of Manitoba](#). It highlights parts and sections of the act that may be of importance to both new and existing co-ops who are adopting or altering their by-laws. Please note this information is intended to provide general information and is not a substitute for legal advice. You should consult with a lawyer who is familiar with cooperative law

Cooperatives (or "co-ops") are legally incorporated organizations owned by their members who use their services or purchase their products. If provincially incorporated, all cooperatives in Manitoba are incorporated under the [Cooperatives Act of Manitoba](#).

Subject to the act, by-laws govern a cooperative's internal operations and its membership. Regulations and articles of incorporation take precedence over the cooperatives internal by-laws if there is a conflict between them. The cooperative's board of directors is responsible for ensuring that by-laws are developed, presented and voted on by members. Co-ops are required to adopt their by-laws at their first meeting and send a copy of the by-laws to the Registrar within 30 days.

How to use this document

The following document can be used as a quick reference to locate the most applicable information when creating or amending by-laws of a cooperative.

The first section highlights the information that **must** be included in a cooperative's by-laws and references the section of the [Cooperatives Act of Manitoba](#) in which this information is located. It also identifies secondary sources of related information found within the act.

A cooperative's by-laws bind its members, directors and officers and there is a duty to uphold them.

Any addition that members of a cooperative deem relevant may be included in its by-laws provided they do not countermand the act. The second section provides examples for common provisions that **may** be included in a cooperative's by-laws.

You can find more detailed information outlining what is required when forming a new cooperative or creating or amending by-laws within the [Cooperatives Act of Manitoba](#) or by visiting the Companies Office [Model By-Laws](#) link.

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Cooperatives operating in the Province of Manitoba MUST provide in their by-laws the following information in accordance with the [Cooperatives Act of Manitoba](#):

Main Topic	Related Information	Main Section	Other references
The qualifications, and the procedures for acceptance, of members of the cooperative		12(1)(a)	
	Membership rights		29(2)
	Membership certificates		101(1)
	By-laws govern membership		218, 220
	Minimum share requirement		219(2)
Rights of Joint Members		12(1)(b)	
Obligations of members, including use of cooperative services and fees		12(1)(c)	
Transfer or assignment of membership		12(1)(d)	
Termination of membership		12(1)(e)	244, 246(3), 280
Mode of holding meetings		12(1)(f)	
	Place of meetings in Manitoba must be provided		222(1)
	Provisions for meeting notices		225(5), 226(1)
	May provide for meetings outside of Manitoba		222(3)
Quorum and voting rights		12(1)(f)	233(1)
	May provide guidelines for voting by proxy		234(1,2,3,4)
Procedures for making, appealing or amending by-laws		12(1)(f)	
	Provisions of the by-laws remain in force until amended by the cooperative		240(2)

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	By-laws shall be adopted at first meeting		223(3)
	Power to enact by-laws by members		179(1)
	Power to enact by-laws by directors		179(2),(4)
Election guidelines		12(1)(g)	
Term of Office		12(1)(g)	
Election, removal and replacing directors, committee members and officers		12(1)(g)	
	Additional qualifications of directors		184(2)
Powers, duties and remuneration		12(1)(g)	
	Duty to comply		212(2)
Terms of contract between cooperative and members		12(1)(h)	
Appointment of auditors		12(1)(i)	
	Auditor vacancy		264, 267(3)
Refund, interim and final payment to members		12(1)(j)	
	May specify that patronage returns be used to purchase membership shares		58,59
	May require compulsory loan of patronage returns		60
Distribution of surplus earnings		12(1)(k)	52(a,b,c)
	May allow for the distribution of surplus earnings to non members		55,56
Notice requirements for members, shareholders and directors		379	

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Cooperatives operating in the Province of Manitoba MAY provide in their by-laws the following information in accordance with this

[Cooperatives Act of Manitoba:](#)

Main Topic	Main Section
The division of territory into districts	12(2)(a)
The election of delegates and the definition of their powers, duties and voting rights	12(2)(a)
The separation of members into divisions.	12(2)(b)
Qualifications of each division	12(2)(b)
Conditions, method, time and manner of withdrawal or transfer to a different division.	12(2)(b)
Condition on which membership within a division ends	12(2)(b)
Representation of divisions by delegates and their designation	12(2)(c)
Procedures for altering divisions	12(2)(c)
Procedures for the appointment, election or removal of a delegate	12(2)(c)
Dispute resolution	12(2)(d)
Referendum guidelines	12(2)(e)

Sections that apply to specific cooperatives:

Housing Cooperatives	see section 278
Worker Cooperatives	see section 291,292

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