

REGISTER OF DIRECTORS OVERVIEW

The Co-op Act (section 125) requires co-ops to keep a register with directors' names, addresses and dates on which they started and ceased to act. Co-ops are also required to submit a form to the BC Corporate Registry after any change in directors, which is different from the register of directors. The register is a continuous permanent document, with names struck out when they are no longer directors. The examples used are based on Model Rules 2.0. Check your co-op's Rules.

Keep your register up to date. The information is key to preparing for an election as shown on page 3.

This key describes each column in the **Sample Register of Director**.

1. Name and

2. Address

First and last name and address.

3. Date first elected or appointed

Enter the date when the director first began on the board or the date of election or appointment after an absence of one year or more. A director can be elected by members or appointed by the board. If the director was elected at an AGM, simply put AGM and the year, e.g. 'AGM 2016'. Names are added in order of date. When a former director has been absent from the board for one year or more and is then elected again, start a new line. See for example Fred Flynstone on page 1 who served on the board from 2010 to 2014 and was then elected in 2015 on page 2.

4. Date of subsequent election/appointment

This is blank or has the date when re-elected. If a director completes their first term, runs again for a second term and is re-elected, the new date is entered into this column, e.g. 'AGM 2018'. If they are not successful in running for a second term, enter 'retired' and the date under the 'Date of Retirement/Resignation/Removal' column, e.g. 'retired AGM 2018'. If they did not complete their initial term, enter 'resigned' and the date under the 'Date of Retirement/Resignation/Removal' column.

5. AGM when current term expires

Put 'AGM' and the year, usually two years after the director was elected, depending on the length of a director's term. Model Rules 2.0 provide for a two-year term, but it may be one year if the director is completing the term of a director who vacated

their office in the first year of their two-year term. In Model Rules 2.0 candidates receiving the higher number of votes have the longer term (**Rule 18.5 'Terms decided by number of votes'**). If your Rules do not set out how terms will be decided, the board can assign terms. If your Rules are silent, be sure to amend your Rules to reflect how terms will be decided.

Update this column as needed. For example, a director first elected at AGM 2016: current term expires at AGM 2018. Director's subsequent election is AGM 2018: current term expires is then changed to AGM 2020.

6. AGM when term limit is reached

Model Rules set a term limit of two consecutive two-year terms or portions thereof before taking an absence of at least one year – see **Rule 18.9 'Further terms of office of Directors'**. So the AGM in this column would be the AGM four years after the date first elected. A director elected at the AGM 2016 reaches their term limit at the AGM 2020. Check your co-op's Rules.

In Model Rule 18.9 a year is defined as the period between AGMs. Sometimes a director serves a portion of a year, for example when they are appointed or elected mid-year between AGMs. A portion of a year counts as a year when looking at director terms.

In rare cases a director ends up serving for a total of five consecutive years. This can happen when a director is elected for a one-year term, re-elected for a two-year term and then re-elected again for a two-year term, according to Model Rule 18.9. For example, on page one of the sample register Peppermint Pattie was first elected in 2010, so her term limit was four years later, in 2014. But she was first elected for a one-year term, and re-elected for a two-year term, so if she had been re-elected at the 2013 AGM for a two-year term she could have served until 2015 – a total of five years. Check your own co-op's Rules.

7. Date of retirement/ resignation/ removal

In this column enter how the director ceased to act as a director (i.e. retired, resigned or removed) and the date.

If a director is disqualified to act, they are automatically off the board immediately. Enter the date in this column and add a note in the column to the right.

8. Comments

Enter any additional comments that might be helpful in understanding the director's history on the board.

PLEASE NOTE: The co-op's register of directors should be based on the minutes of the most recent AGM and any other relevant minutes and correspondence. Update it in

advance of a board election. The AGM minutes or the minutes of the first board meeting will list the term lengths for each director position depending on the co-op's Rules.