

Overview - Register of Directors

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. This information is key to preparing for an election as it will help you understand which current directors are eligible to run for the board again (as they would not have reached their maximum years of continuous service, check your co-op's Rule 18).

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

1. Name and

2. Address

Legal 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 2024'. Names are added to this register 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.

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 2025'. 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 2025'. 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 2022: current term expires at AGM 2024. Director's subsequent election is AGM 2024: current term expires is then changed to AGM 2026.

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.'** This means that the AGM listed in this column would be the AGM four years after the director was first elected. For example, a director elected at the AGM in 2016 would reach their term limit at the AGM in 2020. Always check your co-op's Rules for specifics.

In Model Rule 18.9 a year is defined as the period between AGMs. If a director serves a portion of a year (for instance, if appointed or elected mid-year), that portion counts as a full year when calculating term limits.

In rare cases, a director ends up serving for a total of five consecutive years. This can happen if a director is first elected for a one-year term, then re-elected for a two-year term, and re-elected again for a two-year term, according to Model Rule 18.9.

For example, let's say Peppermint Pattie was first elected in 2010, so her term limit was four years later in 2014. However, since she was first elected for a one-year term and then re-elected for a two-year term, if she had been re-elected again in 2013 for another two-year term, she could have served until 2015, totalling five years. Always verify with your 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.