



Summary of Changes to the Articles of Incorporation

(2022 → 2026 Restated Articles)

This summary explains the key changes between the original Articles of Incorporation and the 2026 Restated Articles of Incorporation, which are being presented to members for approval. It highlights what has changed and why it matters.

Overall context

- Articles of Incorporation are a foundational legal document filed with the Province of Alberta.
- They establish the Cooperative Memorial Society as a separate legal entity and must include the cooperative's name, purpose, structure, operations, and number of directors, as required by the Cooperatives Act.
- The Articles work together with the Bylaws to set out member rights and governance responsibilities.

What changed

- The 2026 Restated Articles of Incorporation rescind and replace the earlier Articles.
- The restated version is clearer and aligns more closely with the 2026 Bylaws and current operations.
- The restated Articles are not shorter:
 - Earlier Articles: 14 items
 - Restated Articles: 16 items

What this means

- The Cooperative's legal foundation is clearer and more internally consistent.
 - No change is made to the cooperative's fundamental purpose, cooperative structure, or not-for-profit nature.
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1. Incorporators

What changed

- The earlier Articles listed nine incorporators, with six names crossed out over time.
- The 2026 Restated Articles list the same three original incorporators, with names and addresses clearly set out.

What this means

- This is a cleanup and clarification of the historical record.
- It has no effect on governance, membership, or operations today.

2. Name and cooperative status

What stayed the same

- The legal name remains Calgary Co-operative Memorial Society Ltd.
- The organization continues to be organized and operated on a cooperative basis.

Additional clarification

- The organization carries on business as Cooperative Memorial Society.

What this means

- There is no change to legal identity or cooperative status.

3. Business activities

What stayed the same

- There are no restrictions on the business activities the cooperative may carry on, subject to the Act.

What this means

- The cooperative retains full flexibility to conduct activities permitted under the Cooperatives Act.

4. Board size

Key change

- The 2022 Articles specified that there would be nine (9) to twelve (12) directors.
- The 2026 Restated Articles provide for a Board of five (5) to ten (10) directors.

What this means

- This aligns the Articles with the 2026 Bylaws.
- It allows for a smaller, more flexible Board while maintaining continuity of governance.

5. Powers of directors

What stayed the same

- There are no restrictions on the powers of directors to manage the business and affairs of the cooperative, subject to the Act and the Bylaws.

What this means

- Directors retain full authority within the cooperative governance framework.

6. Membership structure

What was clarified

- The 2026 Restated Articles clarify that:
 - there is one class of membership;
 - membership is open to adult persons;
 - membership is unlimited in number; and
 - membership is lifetime, with a one-time membership fee.

What this means

- Membership rules are clearer and more precise.
- The Articles now align closely with the Bylaws.

7. Membership fees and financial rights

What stayed the same

- No interest is paid on membership fees.
- Patronage dividends do not apply.
- No investment share capital is raised.

What was clarified

- The Articles now explicitly state that:
 - there is no membership share capital; and
 - member loans are not permitted.

What this means

- Confirms the cooperative's non-investment, not-for-profit structure.
- Removes any ambiguity about financial entitlements of members.

8. Transfer of membership

Clarification

- The 2026 Restated Articles clearly state that members may not transfer their membership to another individual.

What this means

- The rule is explicit, easier to administer, and fully consistent with the Bylaws.

9. Dissolution and assets

What stayed the same

- Upon dissolution, any net assets remaining after payment of creditors must be distributed to appropriate charitable organizations.

What this means

- Confirms the cooperative's continuing public-benefit and not-for-profit intent.

10. Financial structure

What stayed the same

- No patronage dividends.
- No interest on membership fees.

What was strengthened

- Clear prohibitions on:
 - investment capital,
 - membership share capital, and
 - member loans.

What this means

- Reinforces that the cooperative is not a financial or investment cooperative.
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Bottom-line summary

In practical terms, the 2026 Restated Articles of Incorporation:

- modernize and clarify the original Articles;
- allow for a smaller and more flexible Board;
- clarify membership and financial rules;
- reinforce the cooperative's not-for-profit, non-investment nature;
- align fully with the 2026 Bylaws and current operations; and
- do not change the cooperative's purpose, structure, or dissolution requirements.