



Calgary Co-operative Memorial Society Ltd  
60<sup>th</sup> Annual General Meeting Minutes  
Saturday, February 28, 2026  
Zoom Webinar

## Call to Order

- Tim Duthie, the CMS Board Chair, introduced himself and welcomed members and guests from across Alberta to the meeting's Zoom session, **calling the meeting to order at 1:00 pm**, after allowing a bit of extra time for members to sign in – in order to register for and attend the Annual General Meeting, Zoom has a requirement to have at least a free Zoom account.
- Mr. Duthie noted that this year's meeting is particularly significant as CMS marks its 60<sup>th</sup> Annual General Meeting since its founding in 1966, serving generations of Albertans as a member-owned cooperative focused on education, planning and consumer protection at end of life.
- Mr. Duthie invited Dianne Fehr, the Board Vice-Chair, to give the Territorial Acknowledgement.

## Land Acknowledgment

- Ms. Fehr shared the Territorial Acknowledgement.

## Meeting Format and Technical Instructions

- Mr. Duthie then provided an overview of members' ability to participate in the AGM, via Zoom's webinar format; to ensure a smooth and accessible meeting, members will be joining in view-only mode, with microphones and cameras disabled. Members should use Zoom's Q&A feature (for questions and comments), and the Chat feature (for technical assistance only). Questions from the Q & A will be relayed to the Speaker so that everyone can hear the questions and answers rather than just reading them. Any questions that we are unable to address during the meeting will be answered on the CMS website with a link in the March newsletter.
- Mr. Duthie also explained the use of Polling for voting, noting that only members may vote and that polls, which will appear on viewers' screens, would be open for each vote for approximately 30 seconds, following which the voting results will be announced. Only one vote per device would be counted if more than one member is sharing a particular device. He noted that the meeting is being recorded, and draft minutes (subject to approval at the AGM next year), will be available on the CMS website within a short time after this meeting.
- To assist with polling and ensure that the system was working, a Test Vote, asking people to reply as to whether or not they are a CMS member, was conducted. The test was successful, with 124 people participating: 122 (98%) confirmed membership, 1 indicated they were not a member, and 1 was unsure of their status.

## Introduction of the Board of Directors, Officers and Staff

- Mr. Duthie noted that the Cooperative Memorial Society is guided by a volunteer Board of Directors, elected by the membership. The Board's role is to represent members by setting the overall direction of CMS, approving key policies, and making sure the organization is on solid financial footing. Day-to-



day management of CMS is the responsibility of the Executive Director, who reports to the Board and carries out its direction.

- Mr. Duthie then introduced the Board and the staff team. He also thanked the non-board volunteers, many of whom have contributed an immense amount of their time and talent to CMS.

### **Quorum and Agenda Approval**

- Mr. Duthie indicated that CMS by-laws require at least 50 members to constitute a quorum, and with well over 150 members present, he declared the quorum requirement to be met.
- Mr. Duthie presented a slide showing the meeting agenda, which had been circulated in advance to members, and then asked for any requested changes to the Agenda via the Q & A – seeing none, he made a Motion on behalf of the Board to adopt the Meeting Agenda as presented.
- Mr. Duthie then called for a vote on the Motion, and the Poll Question was put up for members to respond to – each Poll Question had three optional answers: YES, NO, and Abstain. A total of 127 members responded to the Poll, with 124 (97%) voting YES, 1 voting NO, and 2 abstaining. Mr. Duthie then declared that the motion to adopt the Agenda as presented was carried.

### **Approval of Previous AGM Minutes**

- Mr. Tim Duthie mentioned that the draft minutes of the 59<sup>th</sup> AGM, held on February 22, 2025 via Zoom webinar had been reviewed by the Board and posted on the CMS website following the meeting. Key highlights from the 59<sup>th</sup> AGM included updates on service provider contract renewals during the prior year, the financial report and board elections. There were no issues raised by members.
- Mr. Duthie noted that there was a typo in the draft minutes, whereby the date of the 2024 AGM was shown on page 2 of the minutes as being February 22, 2023 instead of February 22, 2024. He asked members in attendance today to post any further proposed amendments to the Minutes via the Q & A Zoom facility – after a pause to provide members with time to respond, seeing no further proposed amendments, he made a Motion on behalf of the Board to Approve the Minutes of the 59<sup>th</sup> Annual General Meeting as posted, subject only to the correction of the 58<sup>th</sup> AGM date, as noted.
- Of 123 responses, 111 (90%) voted YES and 12 abstained. Mr. Duthie declared that the motion to approve the minutes, with the noted date correction, was carried.

### **Report of the Board Chair**

- Mr. Duthie then shared several highlights from the past year –
  - The past year has been a year focused on strengthening governance, improving oversight, and positioning CMS for the future as we approach our seventh decade of service.



- A major focus was governance modernization. After careful review and discussion, the Board brought forward updated Articles of Incorporation and Bylaws to ensure CMS remains well governed, current, and aligned with cooperative best practices. Mr. Duthie offered special thanks to Sylvia Kasper, former Board Chair, for leading the rewrite of both documents. Her legal expertise and deep understanding of CMS were instrumental.
- Mr. Duthie also recognized the work of our Board committees: the Governance Committee, which created a new set of governance policies; the Audit & Finance Committee, which supported financial oversight and the Ducks in a Row initiative; and the Board Development Committee, which supported governance training, strategic planning, and director recruitment.
- On behalf of the Board, Mr. Duthie once again thanked our Executive Director, staff, volunteers and members, and invited Ms. Terry Geib, Executive Director, to give her report.

### **Report of the Executive Director**

- Ms. Geib's report focused on how the Board's direction has been carried out in practice – through day-to-day operations, partnerships, and service to members. She encourages members to review the full 2025 Annual Report, which provides more detail on the work she will summarize today.
- Overall, 2025 was a year of steady progress and consolidation. CMS continued its core role of helping Albertans plan ahead, reduce stress for loved ones, and make informed, affordable choices – work grounded in the same cooperative values that have guided this organization since 1966.
- Nearly 2,000 new members joined CMS, and approximately 1,100 member funerals were supported. Over 95 percent of member inquiries were responded to within three business days, reflecting the behind-the-scenes operational work required to ensure members receive timely, reliable support.
- Community education and outreach also remained a priority. With the support of our funeral service partners, CMS delivered presentations and hosted events in Lethbridge, Red Deer, Calgary and Edmonton, reaching more than 700 people directly. These sessions provided practical planning information while strengthening relationships with locally owned providers and increasing awareness of CMS's role in the community. Ms. Geib expressed her sincere thanks to our service providers for their generosity and collaboration in hosting these events.
- This year, we also launched a major new member resource: Ducks in a Row – now available in both print and PDF formats. This guide is designed to make end-of-life planning more manageable and less overwhelming – helping members gather key information, organize important documents, record wishes, and start the conversations that protect families from confusion and stress later on. It's practical, clear, and action-focused, and it complements the support CMS already provides through our member services team and planning resources.
- The response from members has been truly overwhelming. Orders and feedback have exceeded our expectations, and we've heard from many members who told us the guide made it easier to take the



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first steps, reduced anxiety, and gave them peace of mind that their loved ones will have what they need when the time comes. If you are interested, you can purchase a booklet directly through our website.

- A key area of progress this year was the strengthening of partnerships with like-minded organizations that share CMS's commitment to education, accessibility, and informed decision-making. These partnerships help extend the value of membership by connecting members with trusted professionals and planning resources.
- Behind the scenes, CMS continued to strengthen its operational capacity. This included improving systems, protecting member information, managing resources responsibly, and maintaining strong financial controls. CMS operated within its approved budget, met all regulatory obligations, and ensured member funds were held in secured, low-risk accounts.
- CMS also completed negotiations on new multi-year service agreements in Calgary and Lethbridge. These contracts ensure continued access to trusted, locally-owned funeral homes and include the introduction of a new basic burial option – responding directly to member feedback and reinforcing CMS's commitment to affordability and transparency. Ms. Geib also thanked the 1,500 members in the Calgary area who participated in our Member Priorities Survey; their input provided valuable direction and helped shape the development of these new plan options.
- Ms. Geib thanked the Board for its guidance, our volunteers and service partners for their collaboration, and our members for their trust and engagement, and counted it a privilege to support an organization with such a strong cooperative foundation and clear commitment to serving Albertans.

## Financial Report

The financial report for the fiscal year ended October 31, 2025 was given by M. Debbie Patterson, the Treasurer and Finance Administrator.

Ms. Patterson noted that a full copy of the 2025 Annual Financial Statements can be found by clicking on the link on the CMS homepage of the website at "[coopmemorial.org](http://coopmemorial.org)". For this meeting, we will be reviewing key excerpts from the financial statements.

In accordance with our bylaws, the CMS Annual Financial Statements for the fiscal year ended October 31, 2025 have been audited by our independent auditor, Mr. Anthony Chiu, Chartered Professional Accountant, in accordance with Canadian accounting standards for not-for-profit organizations. What this means for members is simple: your cooperative's finances have been independently reviewed, and the Board is confident that the information being presented today is complete, reliable, and prepared to recognized standards.



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### **Overall Financial Position**

As of October 31, 2025 CMS remains financially stable. Total assets were \$678,779, compared with \$674,018 the previous year. CMS also continues to maintain strong reserves, with net assets of \$662,529. Included in that amount is \$200,000 that the Board has internally designated to support long-term membership stability and contingencies. Because this is an internal Board designation—not an externally restricted fund—the Board may adjust how these reserves are designated and presented over time. The intent, however, remains the same: protecting long-term stability for members. What this means for members: CMS is financially well positioned to advance its strategic priorities, respond to unforeseen events, and maintain long-term stability—without placing undue pressure on service delivery.

### **Operating Results**

CMS recorded total revenues of \$148,775, generated primarily from membership fees, record fees, and investment income.

Total expenses were \$150,490, resulting in a modest operating deficit of \$1,715 for the year—well below the budgeted deficit projected after adding the Executive Director’s salary.

What this means for members: CMS invested in improving services and strengthening operations during the year, while maintaining strong financial stability.

### **Cash Flow and Stewardship**

The Statement of Cash Flows shows that CMS generated sufficient cash from operations and managed its investment activity carefully throughout the year. Cash and cash equivalents at year end were \$47,363, reflecting planned investment activity and normal operational spending. The Board continues to emphasize prudent financial management, transparency, and long-term sustainability—ensuring that member funds are managed responsibly and in alignment with CMS’s cooperative purpose. What this means for members: your co-op has enough cash on hand to meet its obligations and continues to manage investments carefully to protect member funds.

### **Audit Opinion**

CMS’s independent audit was completed successfully. The auditor issued a qualified opinion, which is common for not-for-profit organizations. This reflects a standard limitation: the auditor cannot independently verify the completeness of certain revenues—such as memberships and donations—because there isn’t always an external third-party record to confirm that all revenue has been captured. Importantly, this does not indicate that any errors or concerns were found in CMS’s financial records. Management and the Board have confirmed that all records were provided, all known liabilities were disclosed, and there were no subsequent events affecting the financial statements.



In summary, the Board is satisfied that the audited financial statements fairly present the financial position of CMS and demonstrate responsible stewardship of member resources.

Additional transparency note: the comparative 2024 figures were restated to reflect a small prior-period adjustment related to record fee revenue received following the year end, as described in the notes to the financial statements. This was done for accuracy and transparency and does not affect CMS's overall financial position or stability.

What this means for members: the audit supports reliable financial reporting, and the small 2024 adjustment was simply a reclassification between fiscal years for accuracy—with no impact on CMS's financial health.

### **Closing**

In summary, Ms. Patterson noted that the Board is satisfied that the audited financial statements fairly represent the financial position of CMS and demonstrate responsible stewardship of member resources. CMS remains financially sound and well positioned to continue serving members across Alberta. On behalf of the Board, she thanked our auditor, Anthony Chiu; our Executive Director, Terry Geib; and the members of the Audit and Finance Committee for their work in preparing and reviewing these statements. She also acknowledged the many volunteers whose contributions support CMS's work, though the value of their time is not reflected in these financial statements.

Ms. Patterson then invited members to submit any questions they might have with regard to the financial statements via their Zoom Q&A box.

### **Questions**

Three questions were submitted during the financial presentation. Those questions and answers follow here. Additional questions raised via the Zoom Q&A tab throughout the AGM, and written answers provided, are shown at the end of the Minutes.

**Question 1** – What investments were made during the year? **Answer** – Debbie Patterson – investments are made in Guaranteed Investment Certificates (GICs) generally for terms of from 1 to 3 years, and these are set up to ensure that we will have sufficient funds to meet any obligations as they arise. **NOTE** – Note 3 the audited financial statements provide a list of the GIC investments that existed at the end of October in each of 2025 and 2024. These investments are fully guaranteed by the Government of Alberta.

**Question 2** – We note that the Statement of Operations does not show all expenses in detail; for example IT. **Answer** – it is common for annual audited financial statements for organizations to group similar types of smaller expense items rather than show a complete listing of all expenses. Members who want more detail may contact the office if they have specific questions and we would be pleased to provide additional details. Most of our IT expenses were for technical support.



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**Question 3** – How long has Anthony Chiu audited? **Answer** – Anthony has audited the financial statements of CMS for three years; prior to that he had many more years of experience. **Supplemental Answer** – Anthony qualified as a chartered accountant in 2011 and joined the Federation of Calgary Communities as a public practice auditor in 2019. Before joining FCC, Anthony worked for public accounting firms providing audit and assurance, accounting, tax and advisory services for a wide range of private and non-profit organizations. [Note - FCC is an organization that caters to non-profit groups that serve communities within Calgary. CMS joined FCC in 2023, which gives us numerous benefits including reduced audit fees, as FCC has several audit teams which audit the financial statements of a number of community organizations].

**Call for a Motion to Approve the Audited Financial Statements**

The Chair thanked Ms. Patterson on behalf of the Board for the work she led to prepare and review the financial statements, and thanked staff and our auditor for their support.

On behalf of the Board, the Chair made a Motion to accept the Annual Financial Statements for the year ended October 31, 2025.

Following the call for members to vote, a total of 129 members responded to the Poll, with 122 (94%) of the votes cast in favour and 7 members were recorded as having abstained. The motion was declared as carried.

**Appointment of Auditor for the 2025/2026 Fiscal Year**

The Chair, Tim Duthie, advised the meeting that the Board recommended reappointing the firm of Anthony Chiu, CPA, CA as the CMS auditor for the fiscal year ending October 31, 2026, and on behalf of the Board he made a motion to that effect.

The result of the poll was that of 131 members voting, 127 (96%) were in favour with 4 members abstaining. The motion was declared to be carried.

**Special Business – Governance Resolutions**

- Mr. Duthie indicated that there were two special resolutions for consideration by the membership, and he went into some detail to explain the reasons for the resolutions.
- Mr. Duthie noted that the Board is recommending that CMS replace its current Articles of Incorporation and Bylaws with updated, restated versions. These documents set out how the Cooperative is governed and how decisions are made. The proposed documents are designed to better reflect how CMS operates today and to ensure we remain fully compliant with current Alberta legislation. These are not minor amendments. Each resolution replaces the existing document in full.



A single vote will both repeal the current version and adopt the new version, so there is no gap in governance.

- It's important to be very clear about what is not changing. These updates do not change:
  - CMS's mission or values,
  - Our cooperative, member-owned, non-profit status,
  - Member voting rights, or
  - Membership benefits or services.
- These resolutions deal only with how the Cooperative is governed, not with what CMS does or the services it provides.
- **Why the Board is recommending these changes –**  
In simple terms, the updated Articles and Bylaws will:
  - Modernize and simplify our governance rules,
  - Clarify the respective roles of the Board and the Executive Director,
  - Align the documents with current legislation,
  - Remove outdated or overly detailed provisions better handled through policy, and
  - Make meetings, elections, and decision-making clearer and easier to manage.
- **Importantly:** member rights, financial oversight, and dissolution protections are retained.
- **To clarify:** once members approve these updated Articles and Bylaws, and the changes are filed and accepted by the Government, they will replace the current versions and become the official governing documents of the Cooperative Memorial Society.
- The Chair indicated that prior to proceeding with the votes, the meeting would pause briefly to answer any clarifying questions about the proposed governance documents, with those questions to be submitted via the Zoom Q&A panel. Ms. Sylvia Kasper, the former Board Chair and author of the documents, will respond to questions that help clarify what the proposed changes do—or not—do.
- Mr. Duthie announced that we would now move to the special resolution regarding the Articles of Incorporation. He noted that this resolution **requires approval by a two-thirds majority of members voting**. The resolution proposes to repeal the current Articles of Incorporation and replace them with the Restated Articles of Incorporation, dated February 28, 2026, as circulated to members in advance of this meeting. He then read the resolution, after which the poll was opened.

**“On behalf of the Board, I move that the existing Articles of Incorporation of the Calgary Co-operative Memorial Society Ltd. be repealed in their entirety, and that the Articles of Incorporation dated February 28, 2026, as presented to members, be adopted as the new Articles of Incorporation of the Calgary Co-operative Memorial Society Ltd., effective immediately upon approval of this special resolution by the members and the Government of Alberta.”**

The result of the poll was that of 134 members voting, 127 (95%) were in favour with 1 member voting “No” and 6 members abstaining. The motion was declared carried.



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- Mr. Duthie announced that the meeting would now move to the special resolution regarding the Bylaws. This resolution **also requires approval by a two-thirds majority of members voting**. The resolution proposes to repeal the current Bylaws and replace them with the 2026 Restated Bylaws, as circulated to members in advance of this meeting. He then read the resolution, after which the poll was opened.

**“On behalf of the Board, I move that the existing bylaws of the Calgary Co-operative Memorial Society Ltd. be repealed in their entirety, and that the Bylaws presented to members, be adopted as the new bylaws of the Calgary Co-operative Memorial Society Ltd., effective immediately upon approval of this special resolution by the members and the Government of Alberta.”**

The result of the poll was that of 133 members voting, 125 (94%) were in favour with 1 against and 7 members abstaining. The motion was declared carried.

- On behalf of the Board, Mr. Duthie thanked the members for taking the time to review these materials. and participate in these important governance decisions.

## **Election of Directors**

Mr. Duthie called on Ms. Dianne Fehr, Vice-Chair of the Board of Directors, to announce the election of directors.

Ms. Fehr took everyone through the director election process. She noted that under our current bylaws, the Board shall consist of a minimum of 9 and a maximum of 12 directors. At the close of last year’s AGM, we had 10 directors. Debbie Patterson resigned as a Director in January, and Miriam Carey is resigning upon the election of new directors.

- Special mention was given to Susan Costello, who joined the CMS board in 2015. Susan has reached the maximum number of consecutive terms allowed and cannot continue as a director.
- Ms. Fehr noted that a call for directors was issued to the membership last November, and a member of the Board Development Committee met with everyone who was interested in learning about joining the board. She thanked everyone who reached out for a conversation.
- On behalf of the board of directors, Ms. Fehr presented the following slate of nominees for election to the Board and also presented Ross McNichol for election to a second three-year term. She indicated that brief bios for each of them are on the CMS website:
  - Arla Hillis



- Jim Oscroft
  - Greg Humphreys
  - Ross McNichol (re-election)
- Since nominations are permitted under our existing bylaws, Ms. Fehr asked if there were any further nominations from the floor. She noted that if a member wishes to nominate someone from the floor, they should ensure that the nominee has consented in advance, and that the nominee meets the qualifications to serve as a director under our bylaws. Any such nominations were to be made by entering the nominee's name into the Q&A box. There were no nominations from the floor.
  - On behalf of the board, Ms. Fehr moved that Arla Hillis, Jim Oscroft, and Greg Humphreys be elected to the board of directors, and that Ross McNichol be elected for a second term.

The result of the poll was that of 127 members voting, 126 (99%) were in favour with 1 member abstaining. The motion was declared carried.

On behalf of the Board and the membership, Tim Duthie warmly welcomed our newly elected directors, thanked Ross for serving a second term, and thanked our departing directors for their service. He asked that the members please join him in welcoming our new directors.

### **Call for New Business**

Mr. Duthie then called for any members who wished to raise New Business to do so via the Q & A. No matters were raised.

### **Additional Written Questions Posed Via the Q & A Throughout the Meeting, and Answers –**

**Question** – What is the distinction between Cooperative Memorial Society and the Calgary Cooperative Memorial Society? **Answer** – they are one and the same. The legal name of the cooperative is Calgary Cooperative Memorial Society Ltd. (as shown in the audited financial statements); however when memorial “Calgary” portion of the name for inclusivity.

**Question** - What funeral service providers do we have which handle other areas of the province; for example Lloydminster? **Answer** – All our service providers are listed on the CMS website, and many of these are equipped to handle funerals for more than their locale – services rendered outside their usual operating area may incur travel costs, but in many cases even with travel costs there are savings for members. Service providers in Edmonton – Serenity and Connelly-McKinley, can cover needs



Lloydminster. We are always looking for service providers in other areas of the province to consider partnering with CMS.

**Question** – What happens if we prepay for a funeral, and then the service provider changes prior to our death? **Answer** – When you enter into a prepayment contract with one of our service providers, that contract remains in effect until your death regardless of whether that service provider remains as a partner with CMS.

**Question** – Do you publish the negotiated service rates for each Alberta service provider? **Answer** – Yes. The CMS website lists the plan options and member pricing for each of our contracted Alberta service providers across their available service alternatives.

## Adjournment

Mr. Duthie, on behalf of the board, moved to adjourn the formal business portion of the 2026 Annual General Meeting.”

Mr. Duthie indicated to the members that after voting, all were welcome to stay tuned for our guest presentation by Donna Gee, a former nurse and now managing partner at Paramount Law Group

The Poll results indicated that 124 members (99%) responded in the affirmative, with 1 member abstaining; Mr. Duthie declared the 60<sup>th</sup> Annual General Meeting to be **adjourned at 1:46 pm**. Members were advised that a meeting summary will be shared in our newsletter.

Members were reminded that the next Annual General Meeting is presently scheduled to be held on Saturday, February 27, 2027.

## Guest Presentation Following the AGM

Following the Annual General Meeting, Mr. Duthie introduced our guest presenter, Donna Gee, for a brief talk titled *Planning as Empowerment: Control, Dignity, and Peace of Mind*. Donna is a former registered nurse and now Managing Partner at Paramount Law Group in Calgary. With experience in frontline healthcare and estate and elder law, she brings a practical perspective on how planning helps protect control, dignity, and peace of mind for you and your family.

Links to Ms. Gee’s presentation will be provided on the CMS website once available.



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