



CALGARY CO-OPERATIVE MEMORIAL SOCIETY LTD.

GENERAL BYLAWS

Revised and Effective January 2022

This version approved by the members at the annual meeting held 29 January 2022

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SECTION I - INTERPRETATION

The bylaws herein comply with the Province of Alberta Cooperatives Act, Statutes of Alberta, 2001 Chapter C-28.1, current as of Current as of March 26, 2021.

1. Definitions

In these bylaws of the Calgary Cooperative Memorial Society Ltd., hereinafter referred to as Cooperative,

- a. “Act” means the Province of Alberta Cooperatives Act, Statutes of Alberta, 2001 Chapter C-28.1 Current as of March 26, 2021.
- b. “auditor” means a person who performs an independent examination of accounts and financial reports via a sampling of receipts, invoices, and other supporting documents.
- c. “board” means the Board of Directors of the cooperative;
- d. “Board of Directors” means a group of members that are elected to make decisions for the cooperative on behalf of all the members.
- e. “director” means a member of the board of directors of a cooperative by whatever name the director or board is called.
- f. “Executive” means the Board’s Chair, Vice Chair, Treasurer, and Secretary;
- g. “individual” means a natural person;
- h. “member” means any person, individual or entity that meets the obligations of membership; is 18 years of age or older; submits a written or electronic application for membership with the required lifetime membership fee;
- i. “Officers” means the members of the Executive.
- j. “Ordinary resolution” means a resolution that is submitted to a meeting of the members or a meeting of directors and passed at the meeting by a majority of votes cast.
- k. “person” means an individual or an entity and includes a legal representative.
- l. “regulations” means the Province of Alberta Cooperatives Regulation 55/2002 with amendments up to and including Alberta Regulation 134/2013.
- m. “Special resolution” means a resolution that is submitted to a meeting of members, or a meeting of directors and passed at the meeting by a least two thirds of the votes cast.

SECTION II - OBJECTIVES

2. Objectives

The objectives of the Cooperative are:

- a. to promote through education, association, and other means – simple, rational, and dignified funerals;
- b. to encourage members to make their own funeral arrangements well in advance in an atmosphere free from emotional strain; and

- c. to promote fitting memorials that serve the living, while honouring the dead.

SECTION III - MEMBERSHIP

3. Relationship with Members

The cooperative is an enterprise jointly owned by the members to work under their control and on their behalf. The cooperative is authorized to create legal relations with a third party and is, thus, required to negotiate on behalf of the members to bring them and third parties into contractual relationship.

4. Membership Class

There shall be one class of members and no joint ownership.

5. Membership Requirements

Membership in the Cooperative is open to any person, individual or entity who meets the obligations of membership and who

- a. is an individual 18 years of age or older.
- b. submits to the cooperative
 - i) a written or electronic application for membership in the form approved by the Directors for that purpose, and
 - ii) the required fee for the lifetime membership.
- c. Approval of Application
- d. The directors may approve, refuse, or postpone consideration of any application for membership.
- e. The directors may delegate the powers in bylaw 5-e to one or more officers or members of the Cooperative.
- f. Membership is effective on the day that the application is approved by the directors or by those authorized by the directors, subject to final confirmation by the directors.
- g. Rights and Obligations
- h. The rights and obligations of members are as set out in the Co-operatives Act, the Regulations, Articles, and these Bylaws.
- i. A member must be willing and able to accept responsibilities of and abide by the terms of membership.
- j. A member is expected to support and promote the business and affairs of the Cooperative.
- k. A member is bound by the articles and bylaws of the Cooperative as if they formed a contract between the member and the Cooperative.
- l. Members and creditors of the Cooperative, or their legal representatives, may, during usual business hours, examine the following records
 - i. the Cooperative's articles and bylaws
 - ii. the minutes of meetings of the members

- iii. copies of all notices stating who is a director, and notice of change of directors
- iv. the register of its directors, setting out the names and address of the individuals who are or who have been directors and the dates on which they became or ceased to be directors, and
- v. requested extracts of the records provided in bylaw 5-n shall be made available free of charge and copies provided on payment of a reasonable fee.

6. Transfer of Membership

- a. A member may transfer their membership to or from a memorial society in Canada and/or the United States subject to the provisions set out by the memorial society. The transferee may be required to pay a nominal fee.
- b. A transfer to the Cooperative is valid when it is approved by the directors or by those authorized by the directors.

7. Withdrawal of Members

- a. Any member may voluntarily withdraw from membership in the Cooperative by written application to the Cooperative. The directors will decide whether to refund the membership fee.
- b. If any refund money becomes owing to a member who withdraws, the effective date of the money owing is the date on which the refund is approved.

8. Termination

- a. The directors, by special resolution, may terminate the membership of a member.
- b. Within ten days after the date on which the directors make a decision to terminate the membership of a member, the Cooperative must give written notice of the termination, and the reasons for it to the member whose membership has been terminated.
- c. The effective date of a termination is one day after the member receives the notice.
- d. Within thirty days after receiving notice of termination of membership, the member may give to the Cooperative written notice of intent to appeal the decision of the directors at the next meeting of the members.
- e. If a member gives written notice to appeal, the member remains a member until the appeal is determined.
- f. A person whose membership has been terminated by the directors may reapply after a period of not less than one year from the effective date of termination, provided that with the application for readmission reasonable evidence that the circumstances that caused the termination have been overcome, accompanies the application.

9. Member Lists

- a. Members and their legal representatives, in accordance with this bylaw, may request that the Cooperative provide them with a list of members.
- b. A request for this list under bylaw 11-a. must be accompanied by

- i. a reasonable fee set by the Cooperative
 - ii. the name and address of the person making the request, and
 - iii. an undertaking that the list of members will not be used except in connection with
 - a. an effort to influence voting at a meeting of members; and
 - b. any other matter specifically relating to the affairs of the Cooperative.
- c. A list so requested shall be provided not later than ten days after receipt of a complete and valid application.
- d. A member may advise the Cooperative in writing not to include that person's name on the list referred to in bylaw 9-a., in which case that name is to be deleted from the list and notice shall be provided on the list that it is incomplete.

SECTION IV - MEETINGS OF MEMBERS

10. Annual Meetings

- a. The annual meeting will be held within 120 days of the fiscal year end.
- b. All matters dealt with at a special or annual meeting of members are special business, except the following, which are matters of ordinary business.
 - a. reports of financial matters and consideration of financial statements
 - b. an auditor's report and consideration of that report
 - c. any aspect concerning the election of directors
 - d. reports of the directors, officers, committees and management, and consideration of those reports
 - e. appointment of an auditor
 - f. the minutes and consideration of the minutes of the previous annual meeting or any special meeting
 - g. reports on policy matters and consideration of policy resolution
 - h. any unfinished business arising from the previous annual meeting and any unfinished business from a meeting that was adjourned, and
 - i. any other manner that the bylaws specify is not special business.

11. Special Meeting

The directors may call a special meeting of members at any time.

12. Requisition of Special Meetings

- a. One hundred or more members may collectively requisition the directors to call a special meeting of members.
- b. A requisitioned meeting of members must be called for and held in accordance with the Act.

13. Time and Place of Meetings

- a. Meetings of members shall be held at the time and place in Alberta as determined by the directors.

14. Record Date

- a. The record date for each meeting of members is the day before the day on which the notice is given or if no notice is given, the day of the meeting.
- b. Only those members whose names have been entered on the member register by the record date are entitled to vote at the meeting of members and in the election of directors.

15. Notice of Meetings

- a. Notice for the date, time, and place of a meeting of members must be given not less than 10 and not more than 60 days before the date of the meeting,
- b. Notice of the time and place of each meeting shall be given as follows,
 - i. by posting a notice at the office.
 - ii. by posting the notice on the website of the cooperative.
 - iii. be sent by e-mail to each member who is entitled to vote at the meeting and who has an active and current personal email address on record; and
 - iv. at the discretion of the directors, by publishing the notice at least once in a newspaper having a general circulation in the municipality where the cooperative has more than 1,000 members.
- c. A notice of a meeting of members to consider ordinary business need not contain any reference to that ordinary business in the notice.
- d. If a meeting of members has been called for any purpose other than ordinary business, the notice of the meeting must state the nature of that business in sufficient detail to permit the recipient to form a reasoned judgment about that business.
- e. If a special resolution is to be considered at a meeting, the notice of the meeting must contain the text of that special resolution or, if the text is too long to be included in the notice, the notice must contain a statement in sufficient detail to permit the recipient to form a reasoned judgment about the resolution, and a statement that the full text of the resolution is available at the registered office of the Cooperative.
- f. Failure to receive a notice of a meeting of members does not deprive a member of a right to vote at the meeting of members.
- g. A member may, in any manner, waive notice of or otherwise consent to a meeting of members.
- h. Attendance at a meeting is a waiver of notice of the meeting, except when a person attends the meeting for the expressed purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

16. Chair and Secretary

- a. The directors may appoint individuals who need not be a member, to chair and to act as secretary at any meeting of members.

- b. If the directors do not appoint individuals to chair and to act as secretary at the meeting of members, the members present at the meeting shall appoint individuals, who need not be members, to perform these duties.

17. Meetings

- a. Board meetings and/or general meetings may be held by using any technology that provides members, as a whole, with reasonable opportunity to participate. This includes via telephone or videoconferencing. Members at the meeting may take part in voting and their participation will satisfy the quorum requirement. If the quorum is not met, the meeting shall be adjourned.
- b. Upon agreement by the majority of all directors, a board meeting may be conducted by way of written resolution. In this instance, a draft should be circulated to all directors and must be signed off by a majority of the directors.

18. Quorum

- a. One-tenth of members or fifty members, whichever is the lesser, constitute a quorum
- b. A quorum for directors' meetings shall be 50% plus one (1) of the active directors.

19. Proposals

- a. A member may submit notice in writing to the Cooperative of any matter that the member proposes to raise at an annual meeting.
- b. Except as otherwise provided in these bylaws, notice in writing of a proposal shall be submitted prior to commencement of an annual meeting.
- c. A proposal by a director or member to amend the articles of incorporation shall be submitted in writing within 30 days of the end of the preceding financial year and shall comply with the Act and Regulations.
- d. A proposal submitted after the date specified in bylaw 19-c, in any given year, shall not be attached to or accompany the notice of an annual meeting.
- e. A proposal submitted prior to the date specified in bylaw 19-c in any given year may, considering the nature and length of the proposal, be attached to or accompany the notice of a meeting.
- f. A member may briefly discuss any matter at an annual meeting even if a proposal, or notice of a proposal, has not been submitted, if the matter to be discussed concerns a subject that the member would have been entitled to submit as a proposal.

20. Voting

- a. At a meeting of members, unless otherwise required by the Act, the articles or these bylaws, every question posed to members shall be determined by ordinary resolution.
- b. Each member is entitled to one vote. A member must cast the vote themselves as there is no proxy voting (voting by another person on behalf of a member).
- c. Except for the election of directors, the procedure for which is specified in bylaw 29, any question at a meeting of members shall be decided by show of hands and/or other such means as may be appropriate including voting by ballot, electronic polling, and audible signals.

- d. Whenever a vote has been taken by a show of hands and/or other such means as may be appropriate including voting by ballot, electronic polling, and audible signals, the chair of the meeting is entitled to declare that the vote on the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion or other proceeding in respect of the question, and the result of the vote taken is the decision of the members on the question.
- e. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall cast their vote to bring about a result.

SECTION V - DIRECTORS AND OFFICERS

21. Number of Directors

The Board shall consist of a minimum of nine directors to a maximum of 12 directors, with approximately one-third being elected at the annual meeting each year, as required.

22. Term of Office

- a. The term of office for a director is three years.
- b. A director elected to fill a vacancy holds office for the unexpired term of the director's predecessor in office.
- c. The board may appoint a member to fill a vacancy on the board.
- d. A director appointed to fill a vacancy, holds office until the next annual meeting of members.
- e. Retiring directors, if qualified, are eligible for re-election.
- f. A director may serve three (3) three-year terms.

23. Functions of Directors

The directors must manage or supervise management of the business and affairs of the Cooperative, subject to the Act, Regulations and Articles thereunder, any unanimous agreement and these bylaws.

24. Duties of Directors and Officers

- a. Every director and officer of the Cooperative, in exercising his powers and discharging his duties shall
 - i. act honestly and in good faith with a view to the best interests of the Cooperative, and
 - ii. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- b. Every director and officer of the Cooperative shall comply with the Act, the regulations there under, the articles, these bylaws and other statutes or regulations applicable to the management of the Cooperative.
- c. No provision in a contract, the articles, or these bylaws relieves them from liability for breach of that duty.

25. Director Qualifications

- a. To be eligible for the board of directors the person must be an individual who is at least 18 years of age, is of sound mind, and does not have the status of a bankrupt.
- b. No person shall become, or continue, as a director if that person, is not a member in good standing or has not been a member in good standing with the cooperative for at least 60 days, except that the board has the ability to waive the 60-day requirement if it deems this will benefit the cooperative, and is an individual who
 - i. has been found guilty of an offence under the Criminal Code of Canada, or similar legislation in other jurisdictions, for which a pardon has not been granted;
 - ii. has any business, relationship, or interest other than those interests related to membership in the cooperative that could materially interfere with the ability to act objectively with a view to the best interests of the cooperative;
 - iii. has had a judgment ordered against him or her in a civil claim based on fraud, theft, deceit, misrepresentation, civil conspiracy, breach of trust, breach of fiduciary duty, insider trading, failure to disclose material facts or changes, or similar conduct;
 - iv. is involved in any litigation against the cooperative;
 - v. has been prohibited or otherwise removed as a director of an organization, or
 - vi. if a member of a professional body, has during the previous five years been involuntarily prohibited or restricted from practicing as a member of that body.

26. Nominating Procedure

- a. A nominating committee appointed by the board shall present a slate of candidates who meet the criteria set out in bylaw 25.
- b. Nominations of candidates may be made from the floor at the Annual Meeting of Members providing they meet the criteria set out in bylaw 25.

27. Voting Procedure

- a. Voting for the election of directors of the Cooperative will take place at the annual meeting.
- b. The following procedures shall apply to the election of directors
 - a. members shall elect directors to replace those whose terms have expired
 - b. directors shall be elected by secret ballot if the number of nominees in an election for directors exceeds the number of directors to be elected
 - c. if the number of nominees is equal to the number of directors to be elected and the terms are the same, those nominated candidates are declared elected and the Cooperative will not require members to cast ballots
 - d. the candidate who receives the greatest number of votes at an election of directors is elected and other candidates who receive the next greatest number of votes are also elected directors, in descending order, until the number of directors to be elected has been elected.
 - e. if the candidates are to be elected for different terms of office, the candidate who receives the greatest number of votes in the election is elected for the longest term, and the other

candidates who receive the next greatest number of votes are elected for the longest remaining terms to be filled, in descending order, until the number of directors to be elected have been elected

- f. if the candidates are to be elected for different terms of office and the number of nominees equals the number of directors to be elected, ballots shall be cast, and the provisions of bylaws 27-b-d shall apply.
- g. Where
 - i. two or more candidates receive an equal number of votes for the last vacancy on the board; or
 - ii. directors are to be elected for different terms and two or more candidates receive an equal number of votes for the last position of a particular term; and
 - iii. the chair has decided that it is not practical to hold a run-off election at the meeting of members, the directors whose term of office does not expire at or before the end of the meeting at which the election is held, will determine which of the candidates is to be elected.
 - iv. a ballot that is cast for more than the number of directors to be elected is considered a spoiled ballot.

28. Removal of Directors

- a. Subject to the Act, the members, by ordinary resolution at a special meeting of members, may remove a director from office.
- b. The directors, by special resolution, may remove a director where
 - i. the director fails to attend two consecutive meetings of directors of which said director has been duly notified unless the absence has been explained to the satisfaction of the directors, or
 - ii. the director has been, to the satisfaction of the directors, proven guilty of negligence, lack of due diligence or misconduct.

29. Ceasing to Hold Office

A director ceases to hold office when that director

- a. dies
- b. resigns
- c. is removed from office, or
- d. no longer qualifies under bylaw 25.

30. Vacancies

- a. If there is a vacancy on the board and there is still a quorum of directors in office, the directors are entitled to either.
 - i. continue to function without filling the vacancy, or

- ii. appoint a director to fill the vacancy.
- b. Notwithstanding bylaw 30-a, the directors are not entitled to fill a vacancy that is caused by either
 - i. an increase in the minimum number of directors required by the articles, or
 - ii. a failure to elect or appoint the number of directors required by the articles.
- c. If the directors holding office no longer constitute a quorum, the remaining directors must, without delay, call a special meeting of persons who are entitled to vote to fill the vacancy, and if they fail to do so, any person who is entitled to vote at a Cooperative meeting, may call a special meeting to elect directors to fill vacancies.
- d. If the board of directors is vacant, any person who is entitled to vote at a meeting of the Cooperative may call a special meeting to fill the vacancies.

31. Written Resolution

A written resolution of directors, signed by all directors entitled to vote on the resolution at a meeting:

- a. is valid as either an ordinary resolution or a special resolution, and
- b. must be kept within the minutes of the meetings of the directors.

32. Notice of Meeting

- a. Notice of the date, time, and place of each meeting of directors must be given to each director
 - i. at least five days before the meeting is to be held, if the notice is delivered personally to each director or by transmitted, electronic or recorded communication, or
 - ii. at least ten days before the meeting is to be held, if the notice is given by any other method.
- b. In case of emergency, the chair of the board or vice-chair of the board is entitled to call a special meeting of directors by giving each director at least 48 hours' notice by transmitted, electronic or recorded communication.
- c. A director may, in any manner, waive notice of or otherwise consent to a meeting of directors and attendance at a meeting constitutes waiver of notice unless the director is attending for the purpose of objecting to the meeting on the grounds that it was not lawfully called.

33. Notice of Meeting After Adjournment of Annual Meeting

There is no need to give notice for the continuation of a meeting of directors that is adjourned or for a meeting that immediately follows an annual meeting.

34. Notice of Regular Meetings

- a. The directors may appoint a day or days in any month or months for regular meetings at places and hours to be determined by the directors.
- b. A copy of any resolution of the directors fixing the place and times of regular meetings must be sent to each director immediately after being passed, and no other notice is required for any regular meeting of directors, except where the Act requires the purpose of the meeting or the business to be transacted at the meeting, to be specified in the notice.

35. Committees

- a. The directors may appoint committees and designate the person to chair such committees. Committees may be composed of directors and non-directors.
- b. A majority of directors constitutes a quorum of any meeting composed solely of directors.
- c. A director must be present at all committee meetings.
- d. Committees shall present written recommendations to the board for their consideration.

36. Expenses

The cooperative shall reimburse the directors, the contractor(s) and the volunteers only for travel and expenses they have properly incurred in performing functions authorized from time to time by directors.

37. Appointments, Powers, Duties of Office

- a. The directors shall appoint a chair, a vice-chair, secretary and treasurer, and other officers the directors determine are necessary.
- b. Except for the chair and vice-chair, the officers may, but need not be directors of the Cooperative.
- c. One person may hold more than one office.
- d. The directors shall specify the powers and duties of the officers appointed, except that the directors may not delegate any powers to the officers that, under the Act, the directors are prohibited from delegating.

38. Variations of Powers and Duties

Subject to the Act, regulations and these bylaws, the directors may vary, add to, or limit the powers, duties and responsibilities of any committee or officer.

39. Term of Office and Remuneration

- a. The directors shall determine the term of office of any officer they appoint.
- b. The directors shall determine the remuneration of any officer they appoint who is not a director.
- c. Each officer appointed by the directors holds office until the officer's successor is appointed, but the directors, at their discretion, may remove any officer without prejudice to that officer's rights under any employment contract.

40. Disclosure of Interests

The rules relating to director and officers' disclosure of interests are those specified in the Act.

41. Auditor

- a. The members must, by ordinary resolution, at each annual meeting, appoint an auditor to hold office until the close of the next annual meeting.
- b. Notwithstanding bylaw 41-a, if an auditor is not appointed at a meeting of members, the incumbent auditor continues in office until a successor is appointed.

- c. In the event of a vacancy in the office of auditor, the directors may appoint an auditor to hold office until the next annual meeting of members.
- d. The remuneration of an auditor may be fixed by the directors.

42. Fidelity Bonds

The directors may require the Cooperative's officers, employees and agents, as the directors determine appropriate, to furnish bonds for the faithful discharge of their powers and duties, in the form and with the surety that the directors, from time to time, determine appropriate.

43. Confidentiality

Directors and officers of the Cooperative shall treat in the strictest confidence all information received in their capacity as directors or officers and shall not divulge it to any third party whatsoever unless it is with consent of the directors.

44. Indemnification of Directors and Officers

- a. The Cooperative shall indemnify its directors and officers, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being a director or officer of the Cooperative if
 - i. they acted honestly and in good faith with a view to the best interests of the Cooperative; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.
- b. A director or officer is entitled to indemnity from the Cooperative for the costs, charges and expenses referred to if the individual:
 - i. was judged by the court not to have committed any fault or omitted to do anything that the individual ought to have done; and
 - ii. is fairly and reasonably entitled to indemnity,
- c. The Cooperative, in accordance with and as specified in the Act, may advance money to an individual referred to in bylaw 44-a for the costs of the proceeding, but the individual must repay the money if the court determines that the individual did not fulfill the conditions of bylaws 44-a-b.

45. Deemed Consent and Dissent

- a. A director who is present at a meeting of the directors or a meeting of a committee is deemed to have consented to any resolution made or action taken at the meeting unless
 - i. the director requests that a dissent be entered in the minutes of the meeting or the dissent is so entered;

- ii. the director sends a written dissent to the secretary of the meeting before it is adjourned, or
 - iii. immediately after the meeting is adjourned, the director sends a written dissent by confirmed delivery service, or delivers it personally, to the registered office of the Cooperative.
- b. A director who votes for or expressly consents to a resolution or action at a meeting of directors or of a committee is not entitled to dissent later.
- c. A director who was not present at a meeting of directors or a committee meeting is deemed to have consented to any resolution made or action taken at a meeting unless, within seven days after becoming aware of the resolution or action, the director.
 - i. causes a dissent to be entered in the minutes of the meeting, or
 - ii. sends a written dissent by confirmed delivery service or delivers it personally to the registered office of the Cooperative.

SECTION VI - FINANCE

46. Financial Arrangements

- a. The financial business of the cooperative including, but not limited to, borrowing money and giving security for it, shall be transacted with credit unions, credit union centrals, banks, trust companies or other bodies corporate or organizations that the directors designate from time to time.
- b. The cooperative will transact its financial business or any part of it under agreements, instructions and delegations of powers that the directors specify or authorize from time to time.
- c. All membership and record fees are the property of the cooperative and are non-refundable.
- d. The cooperative shall keep a copy of the annual financial statements at its registered office.

47. Financial Disclosure

- a. The directors must place before the members at every annual meeting of members the following financial statements as prescribed:
 - i. a financial statement for that period that began at the commencement of its current financial period and ended on a date that occurred not more than 6 months before the annual meeting, and
 - ii. the report of the auditor, if any, and any further information respecting the financial position of the cooperative and the results of its operations required by the articles, the bylaws or a unanimous agreement.
- b. The members the cooperative and their agents and legal representatives may on request examine the financial statements referred to in bylaw 47-a during the usual business hours of the cooperative and may take extracts from them free of charge.
- c. The cooperative may, not later than 15 days after a request to examine under bylaw 47-a, apply to the Court for an order barring the right of any person to so examine, and the Court may, if it is satisfied that the examination would be detrimental to the cooperative, bar the right and make any

further order it thinks fit.

- d. The financial statements referred to in section 47-a -i must be approved by the directors, and the approval is evidenced by the manual or electronic signature of one or more directors, or a facsimile of the signatures reproduced on the statements.
- e. The cooperative may not issue, publish, or circulate copies of the financial statements referred to in bylaw 47-a, unless they are (a) approved and signed in accordance with the Cooperatives Act Section 231 (2)(a) and accompanied by the report of the auditor of the cooperative, if any, as per Section 231 (2)(b).

48. Financial Arrangements

- a. The financial business of the Cooperative including, but not limited to, borrowing money and giving security for it, shall be transacted with credit unions, credit union centrals, banks, trust companies or other bodies corporate or organizations that the directors designate from time to time.
- b. The Cooperative will transact its financial business or any part of it under agreements, instructions and delegations of powers that the directors specify or authorize from time to time.
- c. All prepaid record fees are the property of the Cooperative and are non-refundable.

49. Reserves

Upon approval of directors, the Cooperative may create and allocate surplus funds to retained earnings and other reserve funds.

50. Financial Year

The financial year of the Cooperative ends on October 31.

SECTION VII - NOTICE

51. Method of Giving Notice to Members

- a. This section applies to any notice to be given, sent, delivered, or served according to the Act, the regulations, the articles, the bylaws, or otherwise to a member, director, officer, auditor, or a member of a committee.
- b. Except for notice of meetings of members, the procedure for which is specified in bylaw 15, any notice is sufficient if delivered personally to the person to whom it is to be given, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid ordinary mail or courier, or by electronic means to the email address on record.

52. Method of Giving Notice

- a. A notice required to be sent to or served upon the Cooperative may be sent to or served on the registered office of the Cooperative shown in the last notice of registered office filed with the Director of Cooperatives of the Province of Alberta.
- b. A notice given in the manner specified above is deemed to have been received seven days after it was sent unless there are reasonable grounds to believe that the Cooperative did not receive the

notice or document at that time or at all.

53. Notice in the event of Liquidation

Notice to members in the event of liquidation is to be provided for in the Act.

54. Dissolution

- a. Upon the recommendation of the Board of Directors, a special meeting of the general membership that is properly notified and constituted may dissolve the Society by a majority vote of two thirds of those present.
- b. Upon approval of the recommendation of dissolution, all remaining assets of the Cooperative shall be transferred to one or more registered charities selected and approved by the Board of Directors.

SECTION VIII - BYLAW AMENDMENTS

55. Bylaws Amendments

- a. The directors, by ordinary resolution, may make or amend a bylaw of the Cooperative.
- b. A member or director of the cooperative may make a proposal to make, amend, or repeal, a bylaw by ordinary resolution, but the proposal must be submitted in writing to the cooperative board at the latest 30 days before the annual general meeting notice date.
- c. Not later than 30 days before the general meeting at which a proposal will be considered, the cooperative board shall provide sufficient detail in the notice to permit the recipient to form a reasoned judgment about the proposal.

56. Effective Date

A bylaw or amendment to a bylaw shall only become effective after it is ratified by the general membership.

SECTION IX - SIGNATORY

I, Louis Grenier of Calgary, in the Province of Alberta,

Secretary of the Calgary Co-operative Memorial Society Ltd, hereby certify that the foregoing are the Bylaws of the Cooperative.

Date:

Secretary:

January 29, 2022
