

## 2021 CCMS bylaw amendment proposal comparison table

Section of Bylaws	Nature of Change	2015 Bylaws	2021 Proposed Bylaw
Table of Contents	Updated		
Throughout the document	Punctuation, formatting and list numbers were updated.		
Throughout the document	Word CCMS changed to cooperative.		
<b>Section 1 - Interpretation</b>			
	Revised Co-operative Act reference	Co-operative Act, Statutes of Alberta, 2001 Chapter C-28.1, with amendments in force as of May 14, 2014	STATUTES OF ALBERTA, 2001 CHAPTER C-28.1, CURRENT AS OF DECEMBER 15, 2017
#1 Definitions	Added definitions for Act, Auditor, Board of Directors, Executive or Board, Director, Member, Officer, Regulations	<b>No definition</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;
<b>Section 2 - Objectives and Relationship with Members</b>			
#2 Objectives	After a review of past minutes, we found the original Objectives of CCMS approved by members in 1965. These still apply so the bylaws were amended to keep wording consistent.	The objectives of the CCMS are (a) to promote the economic welfare of its members by utilizing their united efforts to provide services in the interests of its members in the most efficient and economical manner (b) to associate itself with other co-operative associations throughout Alberta, Canada, and other countries for the purpose of promoting mutual aid (c) to conduct active educational programs for the advancement of the co-operative movement, with its motive of service, as a desirable system of doing business with particular emphasis on the preplanning of funerals, cremations and memorial services. Contracts for such services will only be entered into with locally owned facilities, provided such are available, and (d) to do such things as shall serve the economic and cultural welfare of its members and the public in general.	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.

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#3 Relationship with Members	Added in order to comply with the Cooperative Act requirements.	<b>Not included</b>	<b>3. RELATIONSHIP WITH MEMBERS</b> 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.
<b>Section 3 - Membership</b>			
#5 Membership Requirements & Qualifications	Under 5(b) added provision for submission of membership through online application.	<b>4. Membership requirements &amp; qualifications</b> (b) submits to the CCMS a. a written application for membership in the form approved by the Directors for that purpose, and	<b>5. MEMBERSHIP REQUIREMENTS &amp; QUALIFICATIONS</b> (b) submits to the cooperative (i) a written or electronic application for membership in the form approved by the Directors for that purpose, and
#8 Transfer of Membership	Added "subject to the provisions set out by the memorial society" to provide clarity.	<b>7. Transfer of membership</b> (a) A member may transfer their membership to or from another memorial society in Canada and/or the United States. The transferee may be required to pay a nominal fee.	<b>8. TRANSFER OF MEMBERSHIP</b> (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.
#11 Member Lists	Added "(e) A member may unsubscribe from receiving information from the cooperative by using the unsubscribe feature in the body of any email message sent to the member from the cooperative." to provide members with the ability to unsubscribe from receiving emails from the cooperative.	<b>10. Member lists</b>  <b>No mention</b>	<b>11. MEMBER LISTS</b> (e) A member may unsubscribe from receiving information from the cooperative by using the unsubscribe feature in the body of any email message sent to the member from the cooperative.

**Section 4 - Meetings of Members**

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#14 Requisition of Special Meetings	To prevent unnecessary and costly meetings being called by members changed from "Two or more members, who together hold at least five percent of the voting rights that could be exercised at a meeting of members, may requisition the directors to call a meeting of members" to "One hundred or more members may collectively requisition the directors to call a special meeting of members."	<p><b>13. Requisition of special meetings</b></p> <p>(a) Two or more members, who together hold at least five percent of the voting rights that could be exercised at a meeting of members, may requisition the directors to call a meeting of members.</p>	<p><b>14. REQUISITION OF SPECIAL MEETINGS</b></p> <p>(a) One hundred or more members may collectively requisition the directors to call a special meeting of members.</p>
#17 Notice of Meetings	Updated wording to allow for changes to method of advising members of meetings	<p><b>16. Notice of meetings</b></p> <p>(a) Notice of the date, time and place of a meeting of members must be given not less than ten and not more than sixty days before the date.</p> <p>(b) Notice of the time and place of each meeting shall be given as follows</p> <ul style="list-style-type: none"> <li>a. posting the notice at the registered office of the CCMS, and</li> <li>b. be mailed or equivalent electronic means to each member who is entitled to vote at the meeting, or</li> <li>c. at the discretion of the directors, by publishing the notice at least once in newspapers having a general circulation in the areas where the CCMS has members.</li> </ul> <p>(c) A notice of a meeting of members to consider the following ordinary business need not contain any reference to that ordinary business in the notice.</p>	<p><b>17. NOTICE OF MEETINGS</b></p> <p>(a) Notice for the date, time and place of a meeting of members shall be given not less than 30 and not more than 60 days before the date.</p> <p>(b) Notice of the time and place of each meeting shall be given as follows,</p> <ul style="list-style-type: none"> <li>(i) by posting the notice on the website of the cooperative;</li> <li>(ii) 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</li> <li>(iii) 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.</li> </ul> <p>(c) A notice of a meeting of members to consider ordinary business need not contain any reference to that ordinary business in the notice.</p>

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#19 Meetings	Updated wording to allow for alternate ways members and directors to meet.		<p><b>19. MEETINGS</b></p> <p>(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.</p> <p>(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.</p>
#22 Voting	Updated to clarify voting procedures depending on meeting format used and in the event of a tie vote.	<p><b>21. Voting</b></p> <p>(a) Each member is entitled to one vote at a meeting of the members.</p> <p>(b) At any meeting of members, unless otherwise required by the Act, the articles or these bylaws, every question shall be determined by ordinary resolution.</p> <p>(c) Except for the election of directors, the procedure for which is specified in paragraph 28, any question at a meeting of members shall be decided by a show of hands.</p> <p>(d) A question to be decided, or that has been voted on by a show of hands, may be voted on by ballot if the members so decide by ordinary resolution.</p> <p>(e) (Whenever a vote has been taken by a show of hands, 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</p>	<p><b>22. VOTING</b></p> <p>(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.</p> <p>(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).</p> <p>(c) Except for the election of directors, the procedure for which is specified in section 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.</p> <p>(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</p>

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		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 favor of or against the motion or other proceeding in respect of the question, and the result of the vote taken in the decision of the members on the question.	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.
<b>Section 5 - Directors and Officers</b>			
#23 Number of directors	Clarified minimum and maximum number of directors on the board.	<b>22. Number of directors</b> The Board shall consist of twelve directors, four being elected at the annual meeting each year.	<b>23. NUMBER OF DIRECTORS</b> 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.
#24 Terms of Office	Clarified terms of office.	<b>23. Term of office</b> (a) Except as set out in paragraph 23(b), a director elected to replace one whose term of office has expired holds office for three years, or until his or her successor is elected. (b) A director appointed to fill a vacancy, holds office until the next annual meeting of members. (c) A director elected to fill a vacancy holds office for the unexpired term of the director's predecessor in office. (d) Retiring directors, if qualified, are eligible for re-election.	<b>24. TERM OF OFFICE</b> (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) There is no limit on the number of terms a director may serve.
#27 Director Qualifications	Simplified language	<b>26. Director qualifications</b>	<b>27. Director qualifications</b>

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		<p>No person shall become, or continue, as a director if that person</p> <ul style="list-style-type: none"> <li>(a) is not an individual</li> <li>(b) is under 18 years of age</li> <li>(c) is not a member in good standing or has not been a member in good standing with the CCMS for at least sixty (60) days, except that the board has the ability to waive the sixty (60) day requirement if it deems this will benefit the CCMS, and</li> <li>(d) is an individual who <ul style="list-style-type: none"> <li>a. is a represented adult as defined in the Adult Guardianship and Trusteeship Act or is the subject of a certificate of incapacity that is in effect under the Public Trustee Act</li> <li>b. is a formal patient as defined in the Mental Health Act</li> <li>c. is the subject of an order under the Mentally Incapacitated Persons Act (RSA 1970c232) appointing a committee of the individual's person or estate, or both</li> <li>d. has been found to be a person of unsound mind by a court elsewhere than Alberta</li> <li>e. has the status of bankrupt</li> <li>f. 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</li> <li>g. has any business, relationship or interest (other than those interests related to membership in the CCMS that could materially interfere with the ability to act</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>(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.</li> <li>(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 <ul style="list-style-type: none"> <li>a. 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;</li> <li>b. 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;</li> <li>c. 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;</li> <li>d. is involved in any litigation against the cooperative;</li> <li>e. has been prohibited or otherwise removed as a director of an organization, or</li> <li>f. is 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.</li> </ul> </li> </ul>

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		<p>objectively with a view to the best interests of the CCMS.</p> <ul style="list-style-type: none"> <li>h. 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</li> <li>i. is involved in any litigation against the CCMS,</li> <li>ii. has been prohibited or otherwise removed as a director of an organization, or</li> <li>iii. 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.</li> </ul>	
#38 Expenses	adding "contractors and volunteers?" was an issue in the past	<p><b>38. Expenses</b> The CCMS shall reimburse the directors only for travel and expenses they have properly incurred in performing functions authorized from time to time by directors.</p>	<p><b>38. EXPENSES</b> The cooperative shall reimburse the directors, the contractors and the volunteers only for travel and expenses they have properly incurred in performing functions authorized from time to time by directors.</p>
#43 Auditor	Section expanded to provide more clarification on process.	<p><b>43. Auditor</b> 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.</p>	<p><b>43. AUDITOR</b></p> <ul style="list-style-type: none"> <li>(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.</li> <li>(b) Notwithstanding subsection 44(a), if an auditor is not appointed at a meeting of members, the incumbent auditor continues in office until a successor is appointed.</li> <li>(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.</li> <li>(d) The remuneration of an auditor may be fixed by the directors.</li> </ul>

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<b>Section 6 - Finance</b>			
#48 Financial Arrangements	Clarified ownership fees paid to the cooperative . Clarified safekeeping of annual financial statements.	<b>48. Financial arrangements</b> (c) All prepaid record fees are the property of the CCMS and are non-refundable.	<b>48. FINANCIAL ARRANGEMENTS</b> (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.
#49 Financial Disclosure	Added in order to comply with the Cooperative Act requirements.	<b>Not included</b>	<b>49. FINANCIAL DISCLOSURE</b> (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 subsection 49(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 subsection 49(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 49(a) must be approved by the directors, and the approval is

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			<p>evidenced by the manual or electronic signature of one or more directors or a facsimile of the signatures reproduced on the statements.</p> <p>(e) The cooperative may not issue, publish or circulate copies of the financial statements referred to in section 49(a) unless they are (a) approved and signed in accordance with subsection (1), and 2001 Section 232 Chapter C-28.1 COOPERATIVES ACT 134 (b) accompanied by the report of the auditor of the cooperative, if any.</p>
<b>Section 7 - Notice</b>			
#52 Method of Giving Notice to Members	Updated to add use of email to provide notice to members.	<p><b>51. Method of giving notice to members</b></p> <p>(b) Except for notice of meetings of members, the procedure for which is specified in paragraph 16, 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 or air mail, or by electronic means</p>	<p><b>52. METHOD OF GIVING NOTICE TO MEMBERS</b></p> <p>(b) Except for notice of meetings of members, the procedure for which is specified in section 17, 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.</p>
<b>Section 8 – Bylaw amendments</b>			
56. Bylaws amendments	Clarify to whom the amendment proposals need to be submitted and the date by when they need to be submitted.	<p><b>57. Bylaws amendments</b></p> <p>(b) A member or director of the cooperative may make a proposal to make, amend, or repeal, a bylaw by ordinary resolution, but only if the proposal is submitted in writing to the cooperative at least 90 days prior to the annual meeting.</p> <p>(c) A notice of an annual meeting at which a proposal will be considered concerning the making, amendment or repeal of a bylaw, shall provide</p>	<p><b>56. BYLAWS AMENDMENTS</b></p> <p>(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.</p> <p>(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.</p>

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		sufficient detail in the notice to permit the recipient to form a reasoned judgment about the proposal.	

Proposed Resolution:

BE IT RESOLVED THAT the Bylaw of the Calgary Co-operative Memorial Society made by the Board of Directors be amended to reflect the changes outlined in this resolution and shown exactly in the file titled 2021 Proposed Bylaw Amendments 2020 10 13.