



CALGARY CO-OPERATIVE MEMORIAL SOCIETY LTD.

GENERAL BYLAWS

Revised and Effective January 24, 2015

Approved by the members at the annual meeting held 24 January 2015

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SECTION 1 – INTERPRETATION

The bylaws herein comply with the Province of Alberta Co-operative Act, Statutes of Alberta, 2001 Chapter C-28.1, with amendments in force as of May 14, 2014 and the Province of Alberta Co-operatives Regulation, Alberta Regulation 50/2002 with amendments up to and including Alberta Regulation 134/2013.

1. Definitions

In these bylaws of the Calgary Co-operative Memorial Society Ltd., hereinafter referred to as CCMS,

- (a) “Act” means the Province of Alberta Cooperatives Act, Statutes of Alberta, 2001 Chapter C-28.1 Current as of May 14, 2014;
- (b) “director” means a member of the board of directors of a cooperative by whatever name the director or board is called;
- (c) “individual” means a natural person;
- (d) “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;
- (e) “person” means an individual or an entity and includes a legal representative;
- (f) “regulations” means the Province of Alberta Cooperatives Regulation 55/2002 with amendments up to and including Alberta Regulation 134/2013.
- (g) “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 2 – OBJECTIVES

2. Objectives

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.

SECTION 3 – MEMBERSHIP

3. Membership class

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

4. Membership requirements & qualifications

Membership in the CCMS 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 CCMS
 - a. a written application for membership in the form approved by the Directors for that purpose, and
 - b. the required fee for the lifetime membership.

5. Approval of application

- (a) The directors may approve, refuse, or postpone consideration of any application for membership.
- (b) The directors may delegate the powers in paragraph 5(a) to one or more officers or members of the CCMS.
- (c) 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.

6. Rights and obligations

- (a) The rights and obligations of members are as set out in the Co-operatives Act, the Regulations, Articles, and these Bylaws.
- (b) A member must be willing and able to accept responsibilities of and abide by the terms of membership.
- (c) A member is expected to support and promote the business and affairs of the CCMS.
- (d) A member is bound by the articles and bylaws of the CCMS as if they formed a contract between the member and the CCMS.
- (e) Members and creditors of the CCMS, or their legal representatives, may, during usual business hours, examine the following records
 - a. the CCMS's articles and bylaws
 - b. the minutes of meetings of the members
 - c. copies of all notices stating who is a director, and notice of change of directors

- d. 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
- e. requested extracts of the records provided in paragraph 6(e) shall be made available free of charge and copies provided on payment of a reasonable fee.

7. Transfer of membership

- (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) A transfer to the CCMS is valid when it is approved by the directors or by those authorized by the directors.

8. Withdrawal of members

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

9. 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 CCMS must give written notice of the termination, and the reasons for it to the person 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 CCMS 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 re-admission reasonable evidence that the circumstances that caused the termination have been overcome, accompanies the application.

10. Member lists

- (a) Members and their legal representatives, in accordance with this section, may request that the CCMS provide them with a list of members.

- (b) A request for this list under paragraph 10 a. must be accompanied by
 - a. a reasonable fee set by the CCMS
 - b. the name and address of the person making the request, and
 - c. an undertaking that the list of members will not be used except in connection with
 - i. an effort to influence voting at a meeting of members; and
 - ii. any other matter specifically relating to the affairs of the CCMS.
- (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 CCMS in writing not to include that person's name on the list referred to in 10 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 4 - MEETINGS OF MEMBERS

11. 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.

12. Special meeting

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

13. Requisition of special meetings

- (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.
- (b) A requisitioned meeting of members must be called for and held in accordance with the Act.

14. Time and place of meetings

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

15. 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.

16. Notice of meetings

- (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 to each person entitled to vote at the meeting, to each director, and, in the case of an annual meeting, to the auditor.
- (b) Notice of the time and place of each meeting shall be given as follows
 - a. posting the notice at the registered office of the CCMS, and
 - b. be mailed or equivalent electronic means to each member who is entitled to vote at the meeting, or
 - 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.
- (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.
- (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 CCMS.
- (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.

17. 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.

18. Electronic attendance

Members are not entitled to participate in a meeting of members by means of telephone, electronic or other communication facility.

19. Quorum

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

20. Proposals

- (a) A member may submit notice in writing to the CCMS 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 paragraph 20(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 paragraph 20(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.

21. Voting

- (a) Each member is entitled to one vote at a meeting of the members.
- (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.
- (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.
- (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.
- (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 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.

SECTION 5 - DIRECTORS AND OFFICERS

22. Number of directors

The Board shall consist of twelve directors, four being elected at the annual meeting each year.

23. Term of office

- (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.

24. Functions of directors

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

25. Duties of directors and officers

- (a) Every director and officer of the CCMS, in exercising his powers and discharging his duties shall
 - a. act honestly and in good faith with a view to the best interests of the CCMS, and

- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Every director and officer of the CCMS shall comply with the Act, the regulations there under, the articles, these bylaws and other statute or regulations applicable to the management of the CCMS.
- (c) No provision in a contract, the articles, or these bylaws relieves them from liability for breach of that duty.

26. Director qualifications

No person shall become, or continue, as a director if that person

- (a) is not an individual
- (b) is under 18 years of age
- (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
- (d) is an individual who
 - 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*
 - b. is a formal patient as defined in the *Mental Health Act*
 - 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
 - d. has been found to be a person of unsound mind by a court elsewhere than Alberta
 - e. has the status of bankrupt
 - 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
 - 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 objectively with a view to the best interests of the CCMS.
 - 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
 - i. is involved in any litigation against the CCMS,
 - ii. has been prohibited or otherwise removed as a director of an organization, or

- 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.

27. Nominating procedure

- (a) A nominating committee appointed by the board shall present a slate of candidates who meet the criteria set out in 26.
- (b) Nominations of candidates may be made from the floor at the Annual Meeting of Members providing they meet the criteria set out in 26.

28. Voting procedure

- (a) Voting for the election of directors of the CCMS 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 CCMS 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 28(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.

29. 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
 - a. 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
 - b. the director has been, to the satisfaction of the directors, proven guilty of negligence, lack of due diligence or misconduct.

30. 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 paragraph 26.

31. 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
 - a. continue to function without filling the vacancy, or
 - b. appoint a director to fill the vacancy.
- (b) Notwithstanding paragraph 31(a) the directors are not entitled to fill a vacancy that is caused by either
 - a. an increase in the minimum number of directors required by the articles, or
 - b. 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 CCMS 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 CCMS may call a special meeting to fill the vacancies.

32. Quorum

A quorum of directors is a majority of the number of directors as provided in paragraph 22.

33. 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.

34. Notice of meeting

- (a) Notice of the date, time and place of each meeting of directors must be given to each director
 - a. 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
 - b. at least ten days before the meeting is to be held, if the notice is given by any other method.
 - c. 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.
 - d. 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.

35. Notice of meeting after adjournment or 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.

36. 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.

37. 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.

38. Expenses

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.

39. Appointment, powers and duties of officers

- (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 CCMS.
- (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.

40. 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.

41. 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.

42. Disclosure of interests

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

43. Auditor

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.

44. Fidelity bonds

The directors may require the CCMS'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.

45. Confidentiality

Directors and officers of the CCMS 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.

46. Indemnification of directors and officers

- (a) The CCMS 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 judgement, 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 CCMS if
 - a. they acted honestly and in good faith with a view to the best interests of the CCMS; and
 - b. 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 CCMS for the costs, charges and expenses referred to if the individual:
 - a. was judged by the court not to have committed any fault or omitted to do anything that the individual ought to have done; and
 - b. is fairly and reasonably entitled to indemnity,
- (c) The CCMS, in accordance with and as specified in the Act, may advance money to an individual referred to in 46(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 paragraph 46(a)b.

47. 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
 - a. the director requests that a dissent be entered in the minutes of the meeting or the dissent is so entered;

- b. the director sends a written dissent to the secretary of the meeting before it is adjourned, or
 - c. 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 CCMS.
- (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 meeting of committee 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
- a. causes a dissent to be entered in the minutes of the meeting, or
 - b. sends a written dissent by confirmed delivery service, or delivers it personally to the registered office of the CCMS.
 - c.

SECTION 6 - FINANCE

48. Financial arrangements

- (a) The financial business of the CCMS 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 CCMS 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 CCMS and are non-refundable.

49. Reserves

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

50. Financial Year

The financial year of the CCMS ends on October 31.

SECTION 7 - 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 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
 - a. A notice mailed in the manner specified above, is deemed to have been received five days after it was sent, unless there are reasonable grounds to believe that the person did not receive the notice or document at that time or at all
 - b. A notice may be sent or given electronically if
 - i. the recipient agrees to receive it electronically in the case of an electronic notice that does not involve direct delivery to the recipient
 - ii. the recipient is informed directly without delay of the availability of the document, notice or other information and where it may be found, or how it may be accessed, and
 - iii. the method of sending or giving permits the recipient to have easy access to the document or notice, and to retain it in a permanent form.
 - c. A notice sent electronically is deemed to have been received no later than one day after it was sent.
 - d. The CCMS may change or cause to be changed the recorded address of any member in accordance with any information considered to be reliable.

52. Method of giving notice to co-operative

- (a) A notice required to be sent to or served upon the CCMS may be sent to or served on the registered office of the CCMS shown in the last notice of registered office filed with the Director of Co-operatives 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 CCMS 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

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. Upon approval of the recommendation of dissolution, all remaining assets of the CCMS shall be transferred to one or more registered charities selected and approved by the Board of Directors.

SECTION 8 - BYLAW AMENDMENTS AND EFFECTIVE DATE

55. Bylaws amendments

- (a) The directors, by ordinary resolution, may make or amend a bylaw of the CCMS.
- (b) A member or director of the CCMS 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 CCMS at least ninety days prior to the annual meeting.
- (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 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 9 - SIGNATORIES

I, Mrs. Teresa Mandzuk-Geib (Terry Geib) of Calgary, in the Province of Alberta,

Vice-Chair of Calgary Co-operative Memorial Society, hereby certify that the foregoing are the Bylaws of the CCMS.

January 24, 2015

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Date



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Vice Chair