CALGARY CO-OPERATIVE MEMORIAL SOCIETY LTD.

BY-LAWS

1. INTERPRETATION

1.1. Definitions

1.1.1. “Act” means the Cooperatives Act, SA 2001, Chapter C-28.1.

1.1.2. “Regulation” means any Regulation enacted pursuant to the Act.

1.1.3. “Cooperative” means the Calgary Co-operative Memorial Society Ltd.

1.1.4. “Board “means the Board of Directors of the Cooperative.

1.1.5. “Member” means an individual who has been approved by the Board of Directors or their delegate to be a member of the Cooperative.

1.1.6. “Officer” means an individual who has been appointed as such by the Board.

1.1.7. “Ordinary Resolution” means a resolution that is submitted to a meeting of the Cooperative or a meeting of the Directors and passed at the meeting by a majority of the votes cast.

1.1.8. “Special Resolution” means a resolution that is submitted to a meeting of the Cooperative or a meeting of the Directors and passed at the meeting by at least two-thirds of the votes cast.

2. MEMBERSHIP

2.1. Relationship with Members

The Cooperative is a not-for-profit organization owned and managed by its Members to further their shared interests. It may negotiate with third parties and enter into legal agreements on behalf of its Members. The Board, at its discretion, may develop policies enabling effective governance practices and operational oversight.

2.2. Membership Class

There shall be one class of Membership, made up of individuals only.

2.3. Membership Requirements

Any individual who is 18 years of age or older may become a Member by applying in the approved form and paying the lifetime Membership fee currently in effect. The Membership fee is non-refundable. Membership becomes active when approved by the Board or its delegate.

2.4. Approval of Application

The Board may approve, defer or reject a Membership application. The Board may delegate this authority to one or more persons (for example, a committee of the Board, an officer, or another Member of the Society), as it deems appropriate.

2.5. Transfer of Membership

Membership may not be transferred to another individual. Members may transfer membership to or from other memorial societies in Canada or the U.S.A., by submitting an application together with any fee currently in effect. Transfer to another memorial society is dependent on the willingness of that society to accept transfers and subject to any fees they may charge. Transfers to the Cooperative are effective upon approval as set out in paragraph 2.4.

2.6. Withdrawal of Membership

A Member may voluntarily withdraw from membership by providing written notice. No fee is refundable because of such withdrawal.

2.7. Termination of Membership

The Board may terminate a membership, by Special Resolution. No fee is refundable because of such a termination. Notice of termination shall be provided within 10 days of such decision, accompanied by reasons for the termination. The Member may appeal in writing within 30 days. The appeal shall be determined by the Members, at the next meeting of Members. One year after an unsuccessful appeal, the Member may reapply for Membership, if the circumstances that led to termination have changed.

2.8. Rights and Obligations of Members

Members may avail themselves of any savings negotiated by the Board for members but are not obligated to do so. Members shall promote the interests of the Cooperative if the occasion presents itself.

2.9. Access to Records

A Member, or their legal representative, may view and take extracts of records such as Articles, Bylaws, minutes of meetings of Members, Notices of Directors and the Register of Directors, and may receive copies upon payment of a reasonable fee. Copies of the Articles and Bylaws shall be provided free of charge upon request. Such records shall be provided by the Cooperative within 10 business days of a complete request.

2.10. Member List

A Member may request and obtain a Member List, upon payment of a reasonable fee, for purposes directly related to Cooperative business, such as an attempt to influence voting. Any such request shall be accompanied by a Statutory Declaration stating that the Member List will be used for those purposes only. Any Member who uses a Member List to contact other Members shall provide factual information only, without including personal opinions. Any Member may notify the Cooperative in writing that their personal information may not be included in any such list.

3. DIRECTORS, OFFICERS, AND COMMITTEES

3.1. The Board shall consist of a minimum of five (5) Directors and a maximum of ten (10) Directors, who shall be elected by the Members at the Annual Meeting of Members.

3.2. Every Director shall be a Member of the Cooperative.

3.3. Each Director shall be elected to serve a three-year term and may be re-elected to serve a second and a third consecutive three-year term.

3.4. If a Director ceases to serve before their term has expired, the Directors may appoint another Director to serve until the next Annual Meeting.

3.5. Directors shall receive no remuneration but may be reimbursed for pre-approved expenses.

3.6. No person shall be eligible to serve as a Director if they have been convicted of a criminal offense or found liable in a civil action involving fraud, theft or misappropriation of funds within the past five years.

3.7. Directors may resolve, by Special Resolution, to remove from office a Director who has failed to attend more than two Board Meetings, without giving prior notice of a valid reason, or who has conducted themselves in a

manner that may bring the reputation of the Cooperative into disrepute.

3.8. The Board may appoint Officers, who need not be Directors, as deemed necessary.

3.9. The Board may establish committees, which report to the Board, to support its activities. Board committee members need not be Directors.

3.10. The Board shall allocate the revenue of the Cooperative, including any surplus funds generated, to advance the interests of the organization.

4. MEETINGS AND VOTING

4.1. An Annual Meeting of Members shall be held in person, virtually, or in a hybrid manner, as set out in the Regulations. Directors shall meet regularly, in the same manner.

4.2. Voting at both Member meetings and Board meetings shall be conducted as set out in the Act and Regulation.

4.3. A quorum at Member meetings shall be twenty-five (25).

4.4. A quorum at Board meetings shall be 50% plus one.

4.5. Proxy voting is not permitted at either Member meetings or Director meetings.

5. NOTICE OF MEETINGS

5.1. Notice of any meeting of Members shall be given to Members twenty-one (21) days in advance, by email.

5.2. At the discretion of the Board, additional notice may be given by posting on the Cooperative's website, by posting on social media, by printing in a locally circulated newspaper, or by any other method deemed appropriate.

6. NOTICES REQUIRED BY THE ACT

6.1. Any Notice required by the Act, including notice to affected persons by a liquidator, may be given to members and creditors of the Cooperative by email and by posting on the website of the Cooperative.

7. FINANCIAL REPORTING

7.1. Financial Statements shall be prepared annually and presented to the Members at the Annual Meeting of Members. Statements shall be made available for review by Members not less than 14 days before the meeting.

7.2. Financial Statements shall be audited each year, unless the Members have resolved, by Special Resolution, at the Annual Meeting, to dispense with appointment of an auditor, in which case the Financial Statements will be reviewed in another manner, to be determined by the Board.

7.3. Members shall either appoint an auditor or resolve to dispense with such an appointment at each Annual Meeting.

7.4. If the appointed auditor ceases to act, during the year, the Directors shall appoint an auditor to serve until the next Annual Meeting.

8. DISSOLUTION

The Cooperative may be dissolved by Special Resolution of the Members. Any assets which remain after the debts of the Cooperative have been settled shall be transferred to a registered charity with a related purpose, determined by the Board.

9. CERTIFICATION

I, _____, Secretary of the Co-operative Memorial Society Ltd, certify that these bylaws were adopted by the Members by special resolution on _____, 2026.

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