



Calgary Co-operative Association Limited Annual Meeting

Guidelines for Preparing and Submitting Resolutions

The purpose of this document is to provide members with general information and guidelines for preparing and submitting a resolution for consideration at the Annual Meeting of the Calgary Co-operative Association Limited on April 6, 2017.

Submitting Formal Resolutions or Motions

The deadline for submitting a formal resolution is **November 1, 2016, at 5:00 p.m.**

This deadline provides time for the Board of Directors' Governance Committee to review each resolution to ensure that it adheres to the standards and criteria for resolutions as stated in the bylaws (summarized below). It also enables Calgary Co-op to publish and make available resolutions or a summary of the resolutions for review by member-owners in advance of the Annual Meeting in accordance with bylaws 4.10 and 8.01.

Formal resolutions must be received in writing and can be sent via mail, hand delivery, fax or email by the November 1, 2016 deadline date, to:

Board Secretary
Calgary Co-operative Association Limited
#110, 151 – 86 Avenue SE
Calgary, Alberta T2H 3A5
Fax: 403-216-4509
Email: bwhitter@calgarycoop.com

(Note: Resolutions that will not alter or amend the Articles or Bylaws can be submitted to the Board Secretary 15 days prior to the commencement of the Annual Meeting, as required pursuant to Bylaw 4.10(b).)

Information about Resolutions

Resolutions to the Annual Meeting of the Association provide member-owners with a formal process for placing matters before members for consideration. A resolution includes a recommendation, an amendment to the Articles or Bylaws, or other matters that may concern the Association.

Except for resolutions to amend the Articles or Bylaws, resolutions are recommendations to the Board of Directors, which have responsibility, on behalf of the collective membership of the Association, to study the resolution and its possible implications of the action to ensure that:

- The action is within the power of the members and/or the board of directors.
- The action will not contravene any laws passed by governments, the Articles or Bylaws of the Association, the *Cooperatives Act* and regulation, or any other laws and regulations that govern the Association, and that it is in harmony with co-operative principles and the Code of Ethical Standards for Co-operation.
- The resolutions relates to a subject or action that is appropriate for the Association and the co-operative system. That is, the resolution should further the best interests of the *collective* membership to ensure harmony and encourage cohesiveness within co-operative ranks.
- It is feasible, practical and desirable, in terms of cost, staffing, consequences and impact on other priorities, advantages and disadvantages to the collective membership and the Association.

A resolution that would result in a violation of any law is automatically *null and void* even if passed unanimously. Additionally:

- A resolution must avoid any statements or inferences of a derogatory, defamatory or libelous nature about persons, companies or other specific bodies.
- Wording of a resolution shall be honest and factual, clearly written, and contain facts and other pertinent information necessary for individuals to understand and appraise the resolution.
- Wording in a resolution shall clearly identify statements that are the assumptions or opinions of the author to ensure that individuals considering the resolution understand that the information may not be absolutely true or factual.
- Wording and other information contained in the resolution shall reference existing bylaws, statutes or other wordings, where applicable, particularly in cases where amendments or alterations are being proposed to the Articles or Bylaws.

Writing a Resolution

A resolution usually consists of two parts:

1. A preamble, or “Whereas” section that gives background information about the matter being considered.
2. An explanatory or “Resolved” section that offers the specific resolution, recommendation or suggestion for consideration and/or decision, and a call to action.

The following is an example of a resolution and the format that you should use:

Whereas: Democratic participation by member-owners of the co-operative in the Annual Meeting of the Association is an important benefit of ownership and membership.

Whereas: It is desirable to encourage member-owners to attend the Annual Meeting.

Whereas: It is also desirable to communicate with member-owners on a regular basis about the Annual Meeting and other governance activities in order to stimulate interest in participating in these activities.

Resolved: That formal communications be provided to member-owners about the Annual Meeting.

This example provides clearly written background information, the reasons for the resolution, and a call to action, which is to provide specified communications to member-owners. In this example, there is no bylaw or statute for this process; therefore, it was not necessary to include a reference. If there were a bylaw or statute, the resolution should include a reference to the existing bylaw. These references would be in both the “Whereas” and “Resolved” sections with specific wording and a call to action. For example: Be it Resolved: “That Bylaw 1.02(d) be amended by changing the wording to read...” and then write out your proposed bylaw wording.

Referencing the background of the matter to be considered, making specific references to bylaws or statutes, and asking for a “call to action” provides member-owners considering the resolution with the information they need to make an informed decision.

Template for Submitting Resolutions

The template on the following page provides the framework for drafting a resolution and serves as a visual reference for formatting the formal proposal.

For Assistance

If you require advice or assistance in preparing a resolution, please contact the Board Secretary, Calgary Co-op head office:

403-219-6040

Thank you.

SAMPLE:

**Resolution to the Annual Meeting of
Calgary Co-operative Association Limited**

Submitted by: _____ Membership #: _____
(Please type or print clearly)

Address: _____ Postal Code: _____

Telephone: _____ Email: _____

Seconded by: _____ Membership #: _____
(Please type or print clearly)

RESOLUTION

WHEREAS: (insert background text here and reference to existing bylaws or statutes, if applicable)

WHEREAS: (insert rationale supporting the background)

WHEREAS: (if further information would be helpful, insert it here)

BE IT RESOLVED: (insert recommendation or proposed wording for bylaw amendments or alterations, and any action required)

Please forward your resolution by November 1, 2016, at 5:00 p.m. MST via mail, hand delivery, fax or email to:

**Board Secretary
Calgary Co-operative Association Limited
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