

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

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RESOLUTION

Bylaw Amendment to Clarify the Board's Ability to Remove a Director

WHEREAS: Calgary Co-op bylaw Section 5.08 outlines the rules around removal of a director; and

WHEREAS: Section 5.08(b)(ii) permits the Board to remove a director who has been proved guilty of disloyalty to Calgary Co-op, or proved guilty of negligence, lack of due diligence or misconduct; and

WHEREAS: It would be preferable for the Board to have the authority to remove a director for breaching the Co-op Code of Conduct, which is a more precise, detailed and comprehensive standard;

THEREFORE, BE IT RESOLVED: that Calgary Co-op bylaw Section 5.08 (b)(ii) be replaced with the following:

The Director has been found to have breached the Co-op Code of Conduct.

and that the following definition be added to bylaw Section 1.01 (Definitions), and that the definitions be renumbered as necessary:

"Co-op Code of Conduct" means the Co-op Code of Conduct and Ethics, as may be amended or supplemented from time to time.