

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

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RESOLUTION

Bylaw Amendment to Reduce the Annual Spend Required to be Eligible to be a Director

WHEREAS: Section 5.05 (a) of the Bylaws of the Calgary Co-operative Association Limited ("Calgary Co-op") currently states that a Member-Owner may be elected and continue to serve on the Board only if and for so long as the Member-Owner...
5.05 (a)(ii) "as Member-Owner, whether alone or as the holder of a joint membership, has made purchases from the Co-op in the immediate preceding fiscal year of at least \$3,600".

WHEREAS: The eligibility requirement to spend \$3,600 in the previous year is limiting Calgary Co-op in considering potential qualified candidates in experience, knowledge and skillsets who fall short of the minimum spend, that may negatively impact the quality of the decision-making process for specific areas of corporate and operation team investment strategies.

WHEREAS: Living location, family income and/or the competitiveness ability of Calgary Co- Op, may impact candidates' decisions to shop at Calgary Co-op or not. Lowering the requirement to \$1,600 in a given year, especially for singles, is more doable financially, and opens up the competition to other candidates who may be qualified.

BE IT RESOLVED: That the amendment and restatement of section 5.05(a)(ii) of the Bylaws as follows is approved and confirmed: 5.05(a)(ii) "as Member Owner, whether alone or as the holder of a joint membership, has made purchases from the Co- op in the immediate preceding fiscal year of at least \$1,600".

BOARD'S RECOMMENDATION: The Board of Directors of Calgary Co-op recommends that Members vote AGAINST this resolution. As a member-owned, locally operated cooperative, it is important that those who oversee the management of Calgary Co-op's business and affairs have sufficient insight and experience with our stores and operations, which comes in part by shopping regularly at Calgary Co-op. It was determined back in 2012 that prospective directors should have spent at least \$3,600 in the previous year (which includes purchases made through a joint membership with a spouse or Adult Interdependent Partner). This averages out to \$300 per month. Prior to 2012, the amount was set at \$2,400. Given inflation, there is arguably justification for again increasing the minimum required annual spend. While there is no proposal to increase the minimum spend at this meeting, the Board believes that the amount should not be decreased either.