

CALGARY CO-OPERATIVE ASSOCIATION LIMITED
67TH ANNUAL MEETING
THURSDAY, APRIL 11TH, 2024
THE GLENMORE INN

INTRODUCTION

The Board Chair, Brad Krizan, welcomed members and guests to the 67th Annual Meeting and thanked them for their attendance, support, and interest in Calgary Co-op. Mr. Krizan also thanked the Board of Directors, Chief Executive Officer, members of the Executive Leadership Team, and all of Calgary Co-op's team members for their ongoing commitment and dedication to the success of our association.

Mr. Krizan introduced the Board of Directors: Board Vice-Chair, Ken White, Dominique Gregoire, Mike Dalton, Gael MacLeod, Victoria Bradbury, Bryan Walton, Evan Hu, and Elliot Bridgewater also introduced Brenda Whitter as the Executive Assistant to the Board and CEO and informed the members that Brenda would be recording the meeting proceedings. He then introduced the CEO, Ken Keelor, and Pat Knoll, who would be our parliamentarian responsible for facilitating the agenda item, "question period."

The Chair conducted a test vote to ensure that the handheld voting units provided to all registered members were working and that all clearly understood the instructions for usage.

Mr. Krizan encouraged members to use the comment cards provided in the member's kits to pose their questions and concerns so that questions not able to be addressed during the meeting could be addressed by management in the coming weeks, either in writing or by telephone.

CALL TO ORDER

MR. Krizan called the meeting to order at 7:20 p.m.

Mr. Krizan noted that as there were more than fifty members present, the meeting was duly constituted in accordance with Bylaw 4.09.

Mr. Krizan sought general consent from the assembly that a quorum was declared. No objections were offered.

QUORUM DECLARED

RULES OF ORDER AND AGENDA

Mr. Krizan sought general consent from the assembly that unless there are any objections to the Rules of Order or Agenda, they will both be considered adopted by unanimous consent.

OBJECTION

RULES OF ORDER

MOVED by Gael MacLeod and Seconded that the Rules of Order be approved as presented.

CARRIED

AGENDA

MOVED by Victoria Bradbury and Seconded that the agenda be approved as presented.

CARRIED

MINUTES OF 66th ANNUAL MEETING

MOVED by Gael MacLeod and seconded that the minutes of the 66th Annual Meeting be approved as presented.

CARRIED

Mr. Krizan introduced Mike Dalton, Audit Committee Chair to the podium.

EXTERNAL AUDITOR'S REPORT

Mr. Dalton, speaking on behalf of the Board of Directors, recommends the approval of the audited financial report.

MOVED by Gael MacLeod and seconded that the External Auditor's Report presented by Ernst & Young be adopted.

CARRIED

APPOINTMENT OF EXTERNAL AUDITORS

Mr. Dalton speaking on behalf of the Board of Directors recommends that Ernst & Young is appointed as auditors for the fiscal year ending November 2nd, 2024.

MOVED by Dominique Gregoire and seconded that Ernst & Young be appointed as external auditors for the Calgary Co-operative Association for the financial year 2023-2024.

CARRIED

Mr. Dalton turned the meeting over Mr. Krizan who introduced Parliamentarian Pat Knoll.

UNFINISHED BUSINESS

Parliamentarian Pat Knoll advised that there were three items to be addressed those being two member resolutions a motion for the destruction of ballots.

Resolution – Store Closures

WHEREAS: it seems quite obvious that the upper management and the Board of Directors of Calgary Coop have lost sight and understanding of the meaning and purpose of the Cooperative enterprise and;

WHEREAS: it seems quite obvious that the upper management and the Board of Directors have either, never learned the reasons for the establishment of Calgary Coop, nor the efforts and activities undertaken by the members to establish and develop Calgary Coop and;

WHEREAS: the strangle-hold monopoly by Safeway in the 50s and 60s caused the people to come together to establish Calgary Coop and;

WHEREAS: the decisions now being made by the upper management and the Board of Directors of Calgary Coop are not in the best interests of Calgary Coop and its member owners and;

WHEREAS: the closing of the Beddington and Village Square stores will not only further weaken Calgary Coop, but also destroy the ability of many of the members shopping abilities, especially the senior members who live in close proximity to these stores and;

WHEREAS: the members are being left out of the decision-making process and deliberately prevented from being involved or even knowing when and where the AGM is being held, and are not being informed in a timely manner as to who is running for the Board and what their qualifications and commitments are, nor what the problems are, and;

BE IT RESOLVED: that, in the interest of transparency, honesty, democracy and the Cooperative ideal, the Board of Directors reverse the decision to close the Beddington and Village Square stores and establish membership committees in each store that will have time and space made available to it to make contact with members, encourage membership, and to educate members and prospective members, about the history of Calgary Coop and the Cooperative sector and its principles, on an ongoing basis.

MOVED by Raymond Hurst and Seconded.

DEFEATED

Resolution -Sourced Products

WHEREAS: Calgary Cooperative is a retail cooperative, owned by the member shareholders and part of the Cooperative sector, founded on the Values and Principles;

Definition

A Co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, Co-operative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

Principles

The Co-operative principles are guidelines by which co-operatives put their values into practice.

1st Principle: Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

2nd Principle: Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other

levels are organized in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the Co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the Co-operative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their Co-operative autonomy.

5th Principle: Education, Training, and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

6th Principle: Co-operation Among Co-operatives

Co-operatives serve their members most effectively and strengthen the Co-operative movement by working together through local, national, regional, and international structures.

7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

BE IT RESOLVED that, in the interest of transparency, honesty, democracy, and in the honor of the members who built Calgary Coop, and the values and Principles it was founded on, that the decision to source products from Save-on foods and renegotiate with Federated Cooperative as the main source of products.

MOVED by Raymond Hurst and seconded.

DEFEATED

NEW BUSINESS

Parliamentarian Pat Knoll referred to the material provided in the member kits.

Proposed Bylaw Resolution

WHEREAS: Sections 5.06 and 5.07 of the Bylaws of Calgary Co-operative Association Limited (“**Calgary Co-op**”) currently refer to “candidates”, “nominees”, and “nominated candidates” interchangeably as an individual putting forth their candidacy to become a director of Calgary Co-op.

WHEREAS: Section 57(7) of the Cooperatives Act (Alberta) (the “**Act**”) uses the term “nominee” to denote a candidate for directorship of a cooperative.

WHEREAS: The Board of Directors of Calgary Co-op has approved an amendment to sections 5.06 and 5.07 of the Bylaws to replace the word “candidate” and the term “nominated candidate” with the word “nominee” to clarify and align the language used in the Bylaws with the language used in the Act.

THEREFORE, BE IT RESOLVED: that the amendment and restatement of sections 5.06 and 5.07 of the Bylaws as follows is approved and confirmed:

5.06 Nominating Procedure

A nominee to become a Director must be nominated in writing on the form provided by the Directors for this purpose. Nominations must be signed by a minimum of five Member-Owners and be received by the Board Secretary of the Co-op, or designate of the Board, no later than 4:30 p.m. on a date to be determined by the Directors prior to the annual meeting, but not earlier than November 1.

5.07 Voting Procedure

(a) Subject to paragraph 5.07(b)(ii), voting for the election of Directors may take place by means of voting as determined by the Directors.

(b) The following procedures shall apply to the election of Directors:

(i) Member-Owners shall elect Directors in all circumstances provided for in the Act, the Regulations, and these Bylaws;

(ii) Directors shall be elected by secret ballot if the number of nominees exceeds the number of Directors to be elected;

(iii) if the number of nominees is equal to or less than the number of Directors to be elected and the terms are the same, those nominees are declared elected;

(iv) the nominee who receives the greatest number of votes at an election of Directors is elected a Director and the other nominees who receive the next greatest number of votes are also elected Directors, in descending order, until the numbers of Directors to be elected have been elected;

(v) if the nominees are to be elected for different terms of office, the nominee who receives the greatest number of votes in the election is elected for the longest term and the other nominees 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;

(vi) if nominees are to be elected for different terms of office and the number of nominees is equal to or less than the number of Directors to be elected ballots shall be cast and the provisions of paragraph 5.07(b)(iv) shall apply;

(vii) where:

(A) two or more nominees receive an equal number of votes for the last vacancy on the board; or

(B) Directors are to be elected for different terms and two or more nominees receive an equal number of votes for the last position of a particular term and, if required, the term of such nominees; the Directors whose term of office do not expire at or before the end of the Member-Owner Meeting at which the election is held, will determine by a vote which of the nominees are to be elected; and

(viii) a ballot that is cast for more than the number of Directors to be elected is considered a spoiled ballot.

MOVED by Gael MacLeod and seconded.

CARRIED

Resolution – Best Advertised Price

WHEREAS: Calgary Co Op's Mission and Vision is to be Calgary's best, most trusted place to shop – everyday and deliver exceptional customer experiences, products and services.

WHEREAS: Grocery items are severely affected by inflation, and it is important to Calgary Co Op Members to buy Co Op items at the best advertised price.

WHEREAS: Purchasing a Cell Phone or other electronic device and related Operating Contracts are costs which increase a persons cost of living and the Federal Government of Canada has asked Grocers to do all they can to make **grocery** prices as affordable as possible.

BE IT RESOLVED:

That Calgary Co Op Members can always buy items and services at Calgary Co Op Stores best advertised price by paying with Cash, Debit Card or Credit Card. Calgary Co Op Members are not required to pay for their purchases by using a Cell Phone or other Electronic Device in order to receive the best advertised price available at Calgary Co Op Stores.

MOVED by Brian Fry and Seconded.

(UNFINISHED BUSINESS)

Parliamentarian Pat Knoll advised that the meeting was almost at the time limit, and it would require a motion to extend.

MOVED by Shane Cullen and Seconded that meeting be extended by 1 hour.

DEFEATED

MOVED by Barbara Nikols and Seconded that meeting be extended by 30 minutes.

DEFEATED

Parliamentarian, Pat Knoll turned the meeting back over to Mr. Krizan.

ATTENDANCE

Mr. Krizan announced that 159 people were in attendance at the meeting, with 146 members and 13 were guests.

DIRECTOR ELECTION RESULTS

Mr. Krizan congratulated all candidates who ran in this year's director election and introduced the candidates to the assembly. Mr. Krizan introduced Kris Kornelson of MNP, LLP, who reported on the director election results:

- Total Ballots cast: 4,671
- Decrease in votes cast over 2023 by: 22%

The three candidates elected to the Calgary Co-op Board of Directors

to serve a three-year term:

- Miranda Keating Erickson 2,268
- Dominique Gregoire 2,110

- Brad Krizan 1,545

Mr. Krizan thanked all candidates in the director election on behalf of the Board and congratulated and welcomed the Directors that Co-op members had chosen to serve on the Calgary Co-op Board.

DESTRUCTION OF BALLOTS

Mr. Krizan asked for a resolution to have the ballots destroyed by MNP after June 30th, 2025, providing that there be no disputes regarding the outcome of the election.

(UNFINISHED BUSINESS)

QUESTION PERIOD

No question period was held due to time constraints.

TERMINATION

Members were asked to return voting units and recycle their meeting kits by leaving them on the table in the lobby.

The meeting terminated by operation of time and was adjourned.