

**SPECIAL RESOLUTION
OF THE PEMBINA WEST CO-OP**

WHEREAS a notice was provided via the Barrhead Leader on _____, 2022, and _____, 2022, and via the Mayerthorpe Freelancer and Whitecourt Star on _____, 2022, and _____, 2022, to all Members of the Pembina West Co-op (the “Coop”) indicating that a vote was to be held to pass a special resolution, amending the Coop’s Bylaws;

AND WHEREAS a meeting was held on _____, 2022 whereby a motion was made by _____ and seconded by _____ to revise the Bylaws and that motion was carried unanimously.

BE IT THEREFORE RESOLVED THAT THE BYLAWS BE REVISED AS FOLLOWS:

1. Interpretation

- a) Section 1.01 (a), under the definition of “bylaws”, the following definition is added:

“controlling interest” means a party that has an ownership interest or is an officer in a position that allows them to materially influence the decisions of an institution or corporation;

- b) Section 1.01 (a), under the definition of “entity”, the following definition is added:

“Mayerthorpe area” means the area located within the red lined area as set out in Schedule “A” hereto and as further described as being within the following boundary:

East of the line extending from the intersection of Highway 16 and Highway 748, in the Province of Alberta, and proceeding in a northerly direction longitudinally until the said line intersects with Highway 43, in the Province of Alberta.

South of the line extending from the last aforementioned point on Highway 43, in the Province of Alberta, to the intersection of Highway 658 and Township Road 613A, in the Province of Alberta, and from there proceeding south-westerly to the intersection of Highway 18 and Range Road 590, in the Province of Alberta.

West of the line extending from the intersection of Highway 18 and Range Road 590, in the Province of Alberta, and proceeding along Highway 18, and its intersection with Highway 757, in the Province of Alberta, and proceeding along the said Highway 757 to its intersections Highway 22, in the Province of Alberta.

North of the line extending from the intersection of Highway 757 and Highway 16, in the Province of Alberta, proceeding westerly along the said Highway 16 to its intersection with Highway 748, in the Province of Alberta.

2. Qualifications

Section 7.02 (b), is amended as follows:

(b) No person shall be a director unless that person or entity of which the person is a director, or an officer who has a controlling interest in that entity:

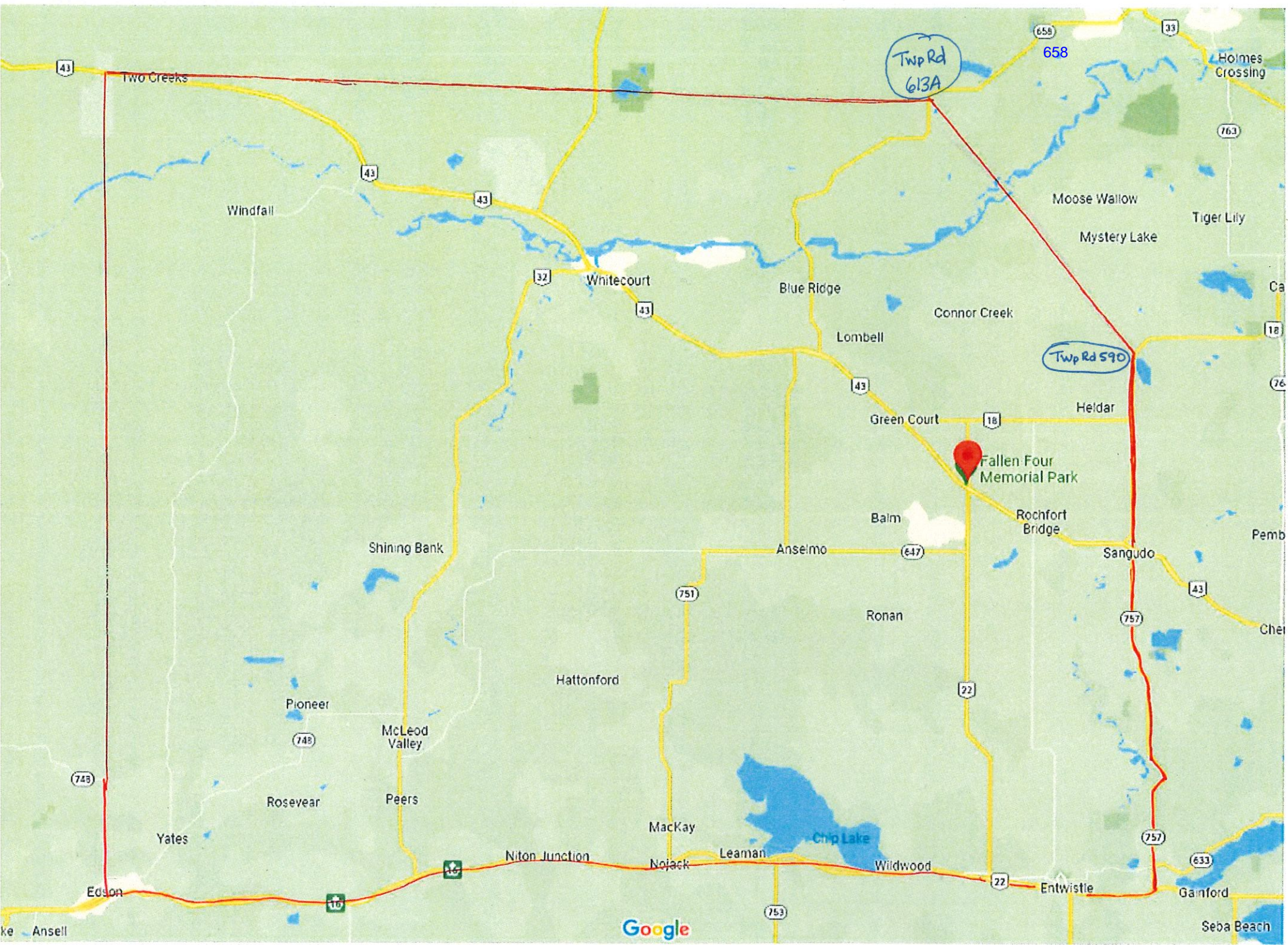
- (i) was a member of the Cooperative on the date that the individual was nominated as a director; and
- (ii) purchased goods or services, or a combination of both, from the Cooperative during the last financial year of the Cooperative, worth the collective amount of at least \$2,500.00.

THE FOREGOING RESOLUTIONS are hereby signed pursuant to the Cooperatives Act (Alberta)

DATED at Barrhead, in the Province of Alberta, this ____ day of September, 2022.

President

Secretary



Twp Rd 613A

Twp Rd 590



Fallen Four Memorial Park