

# NHCA 2019 AGM (Nov 14, 2020)

## Table of Contents

AGM Agenda .....	2
Previous Minutes AGM 2018 (Apr 2019).....	3
Special Meeting Minutes Nov 17, 2019 .....	8
Financial Statements 2019 .....	12
Current Objects (1994) .....	28
Proposed Objects.....	29
Change Overview for Bylaws.....	30
Current Bylaws (1994, 2017).....	33
Proposed Bylaws.....	52

**Location:** Vivo Red Gym

**Date Called (with Agenda and Notice of Bylaw & Object changes):** Sat Oct 24, 2020

**Date Held (21 Day Notice minimum):** Sat Nov 14, 2020

## Annual General Meeting (AGM) Agenda 2020

**Chair:** Ian McAnerin

**Recording Secretary:** Winnie Huang

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### AGENDA

#### Administrative Tasks (19:00)

1. Call to Order
2. Verify Quorum
3. Housekeeping
4. Land Acknowledgment
5. Approval of the Agenda
6. Reading and Approval of Previous Minutes (April 4, 2019, Nov 27, 2019)

#### AGM (19:15)

1. Business arising from the Minutes
2. Report of the President
3. Treasurer report
  - a. Financial Report
  - b. Approval of Audited Financial Statements
  - c. Appointment of Auditor for ensuing year
4. Director Reports
5. Special Resolution: Repeal and Replace of NHCA Objects
6. Special Resolution: Repeal and Replace of NHCA Bylaws
7. New Business and Member Discussion
8. Election of the Board of Directors for the ensuing year

#### Motion to adjourn (21:00)

## Minutes of the Annual General Meeting of the Northern Hills Community Association 2019

**Thursday, 04th April, 2019**

Harvest Hills Alliance Church, 10099 Harvest Hills Blvd. N.W.

**Chairperson:** Leah Argao

**Recording Secretary:** Jessie Leighton

**Board Members Present:** Leah Argao, Jessie Leighton, Ian McAnerin, David Hartwick, Lindsay Lantela, Brad Huebert, Tavis Settles, Jeannette Vu, Laura Hack, Winnie Huang

**Guests:** # of members of the Northern Hills Community Association were present.

**Regrets:** Tamara Keller

	Item & Motions	Discussion & Outcomes	Action
1.	<b>Call to Order</b>	<p>Meeting called to order at 7.00 pm.</p> <p><b>Motion: that the items presented for new business are tabled to the next board meeting for appropriate discussion, debate and decision.</b> These items were brought forward by a community member and in order to be transparent, we have presented the issues so that the general membership is aware that they will be addressed at the next formal board meeting and all are welcome to attend that discussion.</p> <p>Proposed: Laura Hack</p> <p>Seconded: Jeannette Vu</p> <p><b>All in favour, One Opposed, Motion Carried.</b></p> <p><b>Motion: "Be it resolved that the adapted 2018 AGM Agenda is approved by the NHCA Membership"</b></p> <p>Proposed: Laura Hack</p> <p>Seconded: Jeannette Vu</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	n/a
2.	<b>Introduction of Directors, Staff &amp; Guests</b>	<p>NHCA Directors, NHCA Executive Director were introduced. Also introduced the following special guests: Jyoti Gondek (Ward 3 Councillor), Jamie Kleinstauber (MLA), Michelle Rempel (MP) and Vivo. Thank you for coming.</p>	n/a

3.	<b>Approval of the 2017 AGM Meeting Minutes</b>	<p><b>Motion: “Be it resolved that the 2017 NHCA AGM Meeting Minutes are approved by the NHCA Membership”</b></p> <p>Proposed: Ian McAnerin</p> <p>Seconded: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	n/a
4.	<b>Approval of the 2018 Audited Financial Statements</b>	<p>We have felt some economic impacts to our advertising and soccer registrations despite restructuring soccer costs associated with volunteering to make it more affordable. We had carry-over casino funds that needed to be used or risk being returned to AGLC. In Aug we had another casino so fortunately we had 2 major projects that allowed us to capitalize on our funds which included the harvest hub and the mural. We are presenting an unaudited financial statement as we underwent an operational restructure at the end of the year and hired our new Finance Director at the beginning of March. We will announce to the membership once audited statements are available, likely via a special meeting. There will not be a motion at this time.</p>	n/a
5.	<b>Appoint Auditors for the Year 2019</b>	<p><b>Motion: “Be it resolved that the NHCA appoint the Federation of Calgary Communities as the auditors for 2018”</b></p> <p>Proposed: Ian McAnerin</p> <p>Seconded: Tavis Settles</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	
6.	<b>Special Resolution – BYLAW AMENDMENTS</b>	<p>Over the last year the board has been identifying item in bylaws that have been unclear or constricting and after much debate and re-wording we have a few amendments to the bylaws for consideration that have been vetted and agreed to by the board for presentation to the members. There are several other by-law suggestions that have not been vetted, discussed or agreed upon by the board for presentation to the general membership.</p> <p>With each motion there will be brief explanation of the rationale, a reading of the existing bylaw, and then a reading of the proposed revision for comparison. I will then ask for the vote based upon how it has been presented.</p> <p><b>Motion: Be it resolved the NHCA amend Article II Section 3 by changing it to “The membership fees membership classes and their expiration dates in the Association shall be established by the Board of Directors”</b></p> <p>Proposed: Ian McAnerin</p> <p>Seconded: Tavis Settles</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	

		<p><b>Motion: Be it resolved the NHCA amend Article III Section 5 by adding at the end “and shall serve with no remuneration other than free membership during their term”</b></p> <p>Proposed: Brad Huebert Seconded: Nate Pike</p> <p><b>All in Favour, Two Opposed, Motion Carried.</b></p> <p><b>Motion: Be it resolved the NHCA amend Article III, Section 7c by removing “it shall not be empowered to enter into land or building construction transactions”</b></p> <p>Proposed: Leah Argao Seconded: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p> <p><b>Motion: Be it resolved the NHCA amend Article VI, section 1b by changing it to “The Treasurer will provide oversight to and/or receive incoming and outgoing transactions and review all financial records to provide any required reports at all meetings of the financial status of the Association”</b></p> <p>Proposed: Leah Argao Seconded: Ian McAnerin</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p> <p><b>Motion: Be it resolved the NHCA amend Article VI 3c by changing it to “Capital expenditures towards a single project, greater than \$50,000”</b></p> <p>Proposed: Jeannette Vu Seconded: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p> <p><b>Motion: Be it resolved the NHCA amend Article VI 4 by changing it to “All cheques drawn on the Associations bank account shall be signed by any two signing officers”</b></p> <p>Proposed: Ian McAnerin Seconded: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p> <p><b>Motion: Be it resolved the NHCA amend Article IV to read: “The Secretary is responsible for accurately recording and maintaining minutes of all Board of Directors, Special and General Meetings and publish for members to read the draft minutes within 5 business days.”</b></p>	
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		<p>After some discussion, it was decided to by unanimous vote to table this motion for discussion at the next board meeting.</p> <p><b>Motion: Be it resolved the NHCA amend Article IV to include their responsibilities. One of which should be responding to correspondence from members within 5 business days.</b></p> <p>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</p>	
7.	<b>Present &amp; Elect Slate of Directors for 2019-2021 Term</b>	<p>Today we only elect directors and once the directors are in place, they determine who will take on the executive roles. Please note all potential directors must be members in good standing and must sign an acknowledgement of code of conduct and confidentiality.</p> <p>Before we move forward to elect our existing and renewing board members by way of a slate vote. Are there any nominations from the floor?</p> <p>Nate Pike would like to nominate David Hartwick. David appreciated the nomination, but declined at this time.</p> <p><b>Motion: “Be it resolved that the NHCA elect Winnie Huang, Brad Huebert, Ian McAnerin, Leah Argao, Lindsay Lantela, Tavis Settles, Jeannette Vu and Jessie Leighton to the Board of Directors”</b></p> <p>Proposed: David Hartwick Seconded: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	
8.	<b>Motion to Adjourn</b>	<p><b>Motion: “Be it resolved that the 2016 NHCA AGM be adjourned at 7:40pm”</b></p> <p>Proposed: Leah Argao Second: Laura Hack</p> <p><b>All in Favour, None Opposed, Motion Carried.</b></p>	
	<b>Following the business portion of the meeting</b>		
1.	Year in Review	<ul style="list-style-type: none"> <li>• Gardens now have raised beds, fruit trees.</li> <li>• HHHub has broken ground</li> <li>• AHIH hosted first community volunteer tax clinic</li> </ul>	

		<ul style="list-style-type: none"> <li>Over 700 volunteers participated in Northern Hills Mural, currently the longest mural in Canada.</li> </ul>	
2.	Awards & Anniversary	<p>Leah recognizes Jamie Kleinsteuber for his engagement and cooperation with the NHCA during his MLA term. Jamie gives speech about engagement with the community.</p> <p>David Hartwick was thanked for his service by Jamie Kleinsteuber, presented with a Toole Peet award and a gift from Leah.</p> <p>Tyson Bankert of Federation of Calgary Communities congratulates the NHCA for their 25<sup>th</sup> year anniversary.</p>	n/a
3.	Community Q&A		
4.	Thanks to Sponsors	Ian thanked Sobeys & Jerusalem Sharwma for providing the food, and Harvest Hills Alliance Church for providing the space.	
5.	Door Prize Draw	Lindsay concluded the evening with Door prizes.	

**Special Meeting Nov 27,  
2019**

**Location:** Idea Lab, Vivo, 11950 Country Village Link NE, Calgary, AB, T3k 6E3

## Special Meeting Agenda and Minutes of the NHCA Nov 2019

**Date Called (with Agenda and Notice of Bylaw changes, if any): Tuesday, Nov 5, 2019**

**Date Held (21 Day Notice minimum): Wed Nov 27, 2019**

**Directors Present:**

Ian McAnerin (President) Winnie Huang (Secretary) Tamara Keller (1st VP)	Leah Argao (2nd VP) Lindsay Lantela Amanda Joly	Karina Manuel Tara Melhus	Chris Abdalla Tavis Settles	
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**NHCA Members Present (Quorum is 20, including Directors): 20**

**Chair:** Ian McAnerin

**Recording Secretary:** Winnie Huang

### MINUTES

ITEM & MOTIONS	DISCUSSION & OUTCOMES	ACTION
<b>ADMINISTRATIVE TASKS</b>		
Call to Order	Meeting called to order at: 6:10pm	
Verify Quorum	22 of at least 20 NHCA Members present, <b>Quorum Met</b>	
Introduction of Directors and Staff		
Approval of Board Meeting Agenda	<b>A Motion was made: "BE IT RESOLVED that the Nov 27 2019 NHCA Special Meeting Agenda is approved by the NHCA Membership"</b>  All in Favor, None Opposed, Motion Carried	
Approval of Previous Minutes	<<NHCA-AGMMminutes-April2018_forYear2017.docx>>  <b>A Motion was made: "BE IT RESOLVED THAT the minutes of the 2018 NHCA Annual General Meeting held April 4, 2019, are approved by the NHCA Membership."</b>  All in Favor, None Opposed, Motion Carried	
<b>OUTSTANDING BUSINESS</b>		
Approval of <b>Audited</b> Financial Statements	<ul style="list-style-type: none"> <li>Statements by Chris Kjelgren (Finance Manager)</li> </ul>	



	<p>&lt;&lt;NHCA Audited Financial Statements 2018 - Final Signed.pdf&gt;&gt;</p> <p><b>A Motion was made: “BE IT RESOLVED to accept to receive the financial statements for the NHCA for the fiscal year end 2018, as presented by the Board”</b></p> <p>All in Favor, None Opposed, Motion Carried</p>	
<p><b>Tabled AGM Motion:</b> Be it resolved the NHCA amend Article IV to read: “The Secretary is responsible for accurately recording and maintaining minutes of all Board of Directors, Special and General Meetings and publish for members to read the draft minutes within 5 business days.”</p>	<p><b>After some discussion, it was decided to by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p><b>From Minutes of May 22, 2019 (Next Meeting):</b></p> <ul style="list-style-type: none"> <li>● General agreement on approved meeting minutes within 30 days of being approved are to be posted publicly</li> <li>● Guideline around returning communication or correspondence</li> <li>○ General agreement around expectation to respond in a timely manner taking into consideration that the board is built upon a volunteer base.</li> </ul>	
<p><b>Tabled AGM Motion:</b> Be it resolved the NHCA amend Article IV to include their responsibilities. One of which should be responding to correspondence from members within 5 business days.</p>	<p><b>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p><b>From Minutes of May 22, 2019 (Next Meeting):</b></p> <ul style="list-style-type: none"> <li>● Guideline around returning communication or correspondence</li> <li>○ General agreement around expectation to respond in a timely manner taking into consideration that the board is built upon a volunteer base.</li> </ul>	
<p><b>Tabled AGM Motion:</b> “Be it resolved that a term of reference of roles &amp; responsibilities of board members, employees, contractors and volunteer positions be published for member review”</p>	<p><b>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p><b>From Minutes of May 22, 2019 (Next Meeting):</b></p> <ul style="list-style-type: none"> <li>● Discussion around role and responsibilities being posted publicly.</li> </ul>	

	<ul style="list-style-type: none"> <li>○ It was agreed this would be a good transparency and that a goal to have them all reviewed and uploaded by end of the year.</li> </ul>	
<p><b>Tabled AGM Motion:</b> “Be it resolved that a copy of the Occupational health and safety policy and procedures for the organization be published publicly”</p>	<p><b>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p><b>From Minutes of May 22, 2019 (Next Meeting):</b></p> <ul style="list-style-type: none"> <li>● Discussion around the posting of internal policies such as the operational guidelines or procedures being publicly posted.</li> <li>○ It was determined that no internal policies should be posted publicly but rather our position or message around safety could be shared. For example, we don’t want to have it public how we handle crisis management in case it actually opens us up for more risk.</li> </ul>	
<p><b>Tabled AGM Motion:</b> “Be it resolved that the mural artist is recalled, to correct the error on the Navy, Army and Air Force insignia to the Kings crown from the Queens crown. As the insignias are representative of WWII, King George VI reigned”</p> <p><b>Tabled AGM Motion:</b> “Be it resolved that the national flag of Canada be added to the mural”</p>	<p><b>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p><b>From Minutes of May 22, 2019 (Next Meeting):</b></p> <ul style="list-style-type: none"> <li>● Discussion around requested changes to the mural.</li> <li>○ It was discussed and determined that no changes or additions to the mural will be completed. The Art perspective will remain as it and no further funds are to be applied to it other than maintenance.</li> </ul>	<p>Take a look at the information sheet of the Mural to inspect matching of art with the written description available to the public. NHCA Member will send proposed wording for the mural.</p>
<p><b>Tabled AGM Motion:</b> Provide clarity on bylaw Article III,3(a)</p>	<p><b>After some discussion, it was decided by unanimous vote to table this motion for discussion at the next board meeting.</b></p> <p>Bylaw Amendments Filed Mar 03, 2017 state:</p> <p>Be it resolved that the NHCA amend Article III, Section 3 (a), which will now read as: <b>“The Term of every Board member shall be for a period of two (2) years. Any Board member may serve four (4) consecutive terms.”</b></p>	

Member Discussion	<i>President: Reminder that the Regular Board Meeting is immediately after this Special Meeting, and any items that are not Special Meeting items should be discussed at the regular meeting instead.</i>	
<b>Motion to Adjourn</b>	<b>A Motion to Adjourn was called at: 6:26pm</b>  All in Favor, None Opposed, Motion Carried	

# **NORTHERN HILLS COMMUNITY ASSOCIATION**

## **FINANCIAL STATEMENTS** (Audited)

**December 31, 2019**

**Member of the**

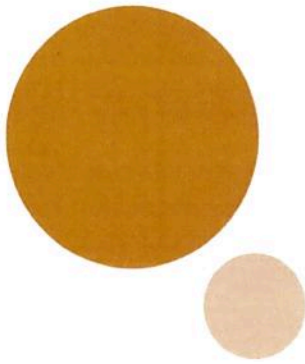


# NORTHERN HILLS COMMUNITY ASSOCIATION

December 31, 2019

## Contents

	<u>Page</u>
<b>Independent Auditor's Report</b>	1 - 3
<b>Financial Statements</b>	
Statement of Financial Position	4
Statement of Changes in Net Assets	5
Statement of Operations	6
Statement of Cash Flows	7
Notes to the Financial Statements	8 - 12
<b>Schedules</b>	
Schedule 1 - Community Events	13
Schedule 2 - Sports Analysis	14
Schedule 3 - Newsletter/Advertising	14



# Anthony Chiu

## Chartered Professional Accountant

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### **Independent Auditor's Report**

To the Members of:  
**Northern Hills Community Association**

#### **Qualified Opinion**

I have audited the financial statements of the Northern Hills Community Association (the "Association"), which comprise the Statement of Financial Position as at December 31, 2019, and the Statements of Operations, Changes in Net Assets, and Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, except for the possible effects of the matter described in the Basis of Qualified Opinion section of my report, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2019, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

#### **Basis for Qualified Opinion**

In common with many not-for-profit organizations, the Association derives revenue from fundraising activities, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, verification of these revenues was limited to the amounts recorded in the records of the Association. Therefore, I was not able to determine whether any adjustments might be necessary to fundraising revenue, excess of revenue over expenses, and cash flows from operations for the year ended December 31, 2019, current assets as at December 31, 2019, and net assets as at January 1, 2019 and December 31, 2019. The predecessor auditor's opinion on the financial statements for the year ended December 31, 2018 was modified accordingly because of the possible effects of this limitation in scope.

I conducted my audit in accordance with Canadian generally accepted auditing standards. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Association in accordance with ethical requirements that are relevant to my audit of the financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my qualified audit opinion.



## **Other Matter**

The financial statements for the year ended December 31, 2018 were audited by another auditor who expressed a qualified opinion on those financial statements on November 14, 2019 for reasons described in the Basis for Qualified Opinion section.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error .

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so .

Those charged with governance are responsible for overseeing the Association's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusion is based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings, including any significant deficiencies in internal control that I identify during my audit.

Calgary, Alberta  
June 24, 2020



Anthony Chiu  
Chartered Professional Accountant



**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**STATEMENT OF FINANCIAL POSITION**  
(Audited)

As at December 31, 2019

	2019	2018
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents, unrestricted	\$ 110,348	\$ 94,825
Externally restricted assets (Note 3)	57,106	91,361
Short term investments, unrestricted (Note 4 )	-	111,705
Accounts receivable, unrestricted	15,892	29,623
Sports inventory (Note 2)	25,000	25,000
Prepaid expense (Note 5)	12,455	4,605
	220,801	357,119
<b>Property and Equipment (Note 6)</b>	<b>6,200</b>	<b>7,274</b>
	<b>\$ 227,001</b>	<b>\$ 364,393</b>
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	\$ 10,492	\$ 7,714
GST payable	3,085	2,016
Vacation payable	3,128	3,131
Deferred cash contributions (Note 3)	57,106	91,361
Deferred revenue	2,892	15,428
	76,703	119,650
<b>Deferred Capital Contributions (Note 7)</b>	<b>414</b>	<b>497</b>
	<b>77,117</b>	<b>120,147</b>
<b>NET ASSETS</b>		
Unrestricted	144,098	237,469
Invested in property and equipment	5,786	6,777
	<b>149,884</b>	<b>244,246</b>
	<b>\$ 227,001</b>	<b>\$ 364,393</b>

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

\_\_\_\_\_ Director

\_\_\_\_\_ Director

See Notes to the Financial Statements

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**STATEMENT OF CHANGES IN NET ASSETS**  
(Audited)

For the Year Ended December 31, 2019

	Unrestricted	Invested in Property and Equipment	2019 Totals	2018 Totals
Balances, beginning of the year	\$ 237,469	\$ 6,777	\$ 244,246	\$ 360,239
Transfer	(1,896)	1,896	-	-
Excess of revenue (expenses)	(91,475)	(2,887)	(94,362)	(115,993)
Balances, end of the year	<u>\$ 144,098</u>	<u>\$ 5,786</u>	<u>\$ 149,884</u>	<u>\$ 244,246</u>

See Notes to Financial Statements

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**STATEMENT OF OPERATIONS**  
(Audited)

For the Year Ended December 31, 2019

	<u>2019</u>	<u>2018</u>
<b>Revenue</b>		
Community events & programs (Schedule 1)	\$ 112,044	\$ 123,894
Advertising/newsletter (Schedule 3)	109,115	127,339
Casino contributions (Note 8)	87,555	121,867
Sports (Schedule 2)	67,474	66,507
Membership	15,620	17,813
Interest income	3,839	4,390
Amortization of deferred capital contributions	83	83
Raffle	-	275
Miscellaneous revenue	-	216
	<u>395,730</u>	<u>462,384</u>
<b>Expenditures</b>		
Community events & programs (Schedule 1)	200,210	255,873
Administration and wages	112,775	127,170
Newsletter (Schedule 3)	106,084	108,484
Sports (Schedule 2)	39,141	54,095
Rent and storage	11,426	10,326
Professional fees	6,497	6,941
Insurance	4,554	4,066
Bank charges	3,568	3,392
Amortization	2,970	2,590
Telecommunication, website	2,392	3,911
Marketing	475	1,529
	<u>490,092</u>	<u>578,377</u>
<b>Excess of revenue (expenses)</b>	<u>\$ (94,362)</u>	<u>\$ (115,993)</u>

See Notes to Financial Statements

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**STATEMENT OF CASH FLOWS**  
(Audited)

For the Year Ended December 31, 2019

	2019	2018
<b>Cash generated from/(used in):</b>		
<b>Cash Flows from Operating Activities</b>		
Excess of revenue (expenses)	\$ (94,362)	\$ (115,993)
Charges not affecting cash:		
Amortization expense	2,970	2,590
Amortization of deferred capital contributions	(83)	(83)
Changes in non-cash operating working capital:		
Accounts receivable	13,731	(25,128)
GST receivable	1,069	693
Inventory	-	720
Prepaid expense	(7,850)	3,320
Accounts payable	2,778	1,882
Vacation payable	(3)	3,131
Deferred revenue	(12,536)	(2,217)
	(94,286)	(131,085)
<b>Cash Flows from Financing Activity</b>		
Deferred cash contributions	(34,255)	(52,920)
<b>Cash Flows from Investing Activities</b>		
Office equipment	(1,896)	-
Investments	111,705	108,295
	109,809	108,295
<b>Decrease in Cash and Cash Equivalents</b>	(18,732)	(75,710)
Cash and cash equivalents, beginning of the year	186,186	261,896
<b>Cash and Cash Equivalents, End of the Year</b>	\$ 167,454	\$ 186,186
 <b>Consisting of:</b>		
Cash and cash equivalents, unrestricted	\$ 110,348	\$ 94,825
Cash and cash equivalents, restricted	57,106	91,361
	\$ 167,454	\$ 186,186

See Notes to Financial Statements

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
(Audited)

**December 31, 2019**

**1. NATURE OF OPERATIONS**

The Northern Hills Community Association "the Association" was registered as a not-for-profit organization under the Societies Act of Alberta on January 31, 1993 and is exempt from income tax under Section 149 of the Canadian Income Tax Act as long as they keep their not-for-profit status.

The Association was established to provide an encouraging, safe, respectful and enjoyable environment for youth and adults to participate in activities that develop social, teamwork and athletic skills.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

These financial statements have been prepared according to Canadian accounting standards for not-for-profit organizations, of which the most significant policies are:

**Basis of Accounting**

Management has concluded that the going concern basis of accounting is appropriate for the Association.

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, balances with banks and short term deposits with original maturities of three months or less.

**Inventory**

Inventory had been listed at cost according to the FIFO (first in - first out) method. Inventory consisting of soccer clothing and equipment is listed at replacement cost based on the insured value of \$25,000. Gift cards held in inventory are handed out at events or used as promotional material.

**Property and Equipment**

Since 2014, property and equipment of \$1,000 and over are recorded at cost and are being amortized using the straight line method:

Furniture and Equipment	5 years
Rink	10 years
Shed	10 years

**Use of Estimates**

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the statement of financial position date and the reported amounts of revenues and expenses for the periods covered. The main estimates relate to the collectability of receivables, the useful life of property and equipment and the amounts recorded as accrued liabilities.



**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
(Audited)

**December 31, 2019**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

**Revenue Recognition**

Externally restricted revenue is recorded according to the deferral method, where revenue is recognized, when the related expense occurred. Property and equipment purchased with externally restricted cash is recorded as deferred capital contributions and amortized to income on the same basis as the related capital asset is amortized and expensed (Note 7).

Operating revenue is recorded according to the accrual method, where revenue is recognized when received or reasonable assurance is given, that revenue is receivable.

**Financial Instruments**

**Measurement of Financial Instruments:**

The Association initially measures its financial assets and financial liabilities at fair value. The Association subsequently measures all its financial assets and financial liabilities at cost or amortized cost. Changes in fair value of these financial instruments are recognized in net income. Financial instruments measured at amortized cost include cash, accounts receivable and accounts payable.

**Financial Risk:**

It is management's opinion that the Association is not exposed to significant interest, currency, price, market or credit risks arising from these financial instruments.

**3. EXTERNALLY RESTRICTED ASSETS/DEFERRED CASH CONTRIBUTIONS**

	2019	2018
Casino Cash	\$ 57,106	\$ 91,361
Raffle Cash	-	-
	\$ 57,106	\$ 91,361

**4. SHORT TERM INVESTMENTS**

Short term investments include a non-redeemable Guaranteed Investment Certificate that earns interest at 1.55% and matured on April 3, 2019.

**5. PREPAID EXPENSE**

Prepaid expense consists of insurance, rent and other expenses prepaid for 2020.

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
(Audited)

December 31, 2019

**6. PROPERTY AND EQUIPMENT**

	Cost	Accumulated Amortization	Net 2019	Net 2018
Rink	\$ 26,198	\$ 21,599	\$ 4,599	\$ 7,107
Furniture and equipment	18,949	17,432	1,517	-
Shed	832	748	84	167
	<u>\$ 45,979</u>	<u>\$ 39,779</u>	<u>\$ 6,200</u>	<u>\$ 7,274</u>

**7. DEFERRED CAPITAL CONTRIBUTIONS**

	2019	2018
Beginning balance	\$ 497	\$ 580
Amortization	(83)	(83)
Balance to next year	<u>\$ 414</u>	<u>\$ 497</u>

**8. CASINO CONTRIBUTIONS**

	2019	2018
Casino cash, beginning of year	\$ 91,361	\$ 142,731
Proceeds from casino	-	67,315
Casino advisor proceeds	-	2,213
Casino advisor expenses	-	(2,213)
Fund transfer from Raffles	-	1,550
Interest revenue	1,475	1,664
Parks Foundation funds	51,825	-
Casino Cash, end of the year (Note 3)	(57,106)	(91,361)
Funds contributed to Operations	<u>\$ 87,555</u>	<u>\$ 121,899</u>

**Breakdown of Casino Funds Contributed to Operations:**

	2019	2018
Funds used for Playground	\$ -	\$ 57,676
Funds used for Mural Art Project	-	50,000
Funds used for Creating Coventry	66,825	-
Funds used for operations	20,730	14,223
Total contributed to Operations	<u>\$ 87,555</u>	<u>\$ 121,899</u>

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
(Audited)

**December 31, 2019**

**9. SUB-LEASE AGREEMENT**

The Association entered into a sub-lease agreement with the Nose Creek Sports and Recreation Association for an initial term of two years commencing on January 1, 2017 and expiring on December 31 2018. Rates are guaranteed for one year and will be re-assessed on an annual basis by the Landlord. On January 1, 2020, this sub-lease agreement has been extended for one more year and expiring on December 31, 2020.

**10. CONTRIBUTED GOODS AND SERVICES**

Contributed goods are recognized in the financial statements when fair value can be reasonably estimated and when the donated goods are used in the normal course of the Association's operations and would otherwise have been purchased.

A number of volunteers have made significant contributions of their time to the Association. The value of this contributed time is not reflected in these financial statements.

**11. COMMITMENT**

The Board approved a commitment of \$700 in trade for space with the Nose Creek Sports and Recreation Association.

**12. GRANTS**

During the fiscal year, the Association received and spent the following grants:

	<u>2019</u>	<u>2018</u>
CFEP Grant for Creating Coventry Sport Court	\$ 101,648	\$ -
City of Calgary Gift of Joy Grant	3,000	-
CFEP Grant for Harvest Hills Community Hub	-	116,000
Neighbour Day	-	1,000
WCEF for Mural Project	-	1,000
	<u>\$ 104,648</u>	<u>\$ 118,000</u>

**13. COVENTRY SPORT COURT**

On December 31, 2019, the Parks Foundation, Calgary, was holding \$101,648 for the construction of an ice surface and winter water source at the Coventry Sport Court.



**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
(Audited)

**December 31, 2019**

**14. MURAL ART PROJECT COMMITMENT**

During 2018, the Association completed the Mural Art Project along the fence facing Coventry Hills Boulevard. As part of the project proposal to the City of Calgary, the Association agreed to maintain the Mural for a minimum of 8 years which may include regular paint touch ups and minor repairs. The annual costs of maintenance were originally estimated at \$750 per annum, however, this amount is subject to change based on actual expenditures required.

At the end of the 8 year lifespan, the Association will paint the fence to return it to its original or similar color. Should the mural have a longer lifespan than 8 years, the Association may contract property owners along the fence line to seek their renewal agreement to maintain the mural art for an additional term.

No provisions or estimates have been made in these financial statements for the future costs to be incurred by the Association for the return of the original state of the fence after the 8 year maintenance term.

**15. SUBSEQUENT EVENTS**

The global Covid-19 pandemic has disrupted economic activities and supply chains. Although the disruption from the virus is expected to be temporary, given the dynamic nature of these circumstances, the duration of business disruption and the related financial impact cannot be reasonably estimated at this time. The Association's ability to continue to service its members is dependent on the continued ability to generate revenue and manage expenses.

**16. COMPARATIVE FIGURES**

The comparative 2018 figures, which were audited by another Chartered Professional Accountant, have been reclassified to conform to the current year's presentation.

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**SCHEDULE 1 - COMMUNITY EVENTS & PROGRAMS**

For the Year Ended December 31, 2019

<b>Revenue</b>	<b>2019</b>	<b>2018</b>
Grants (Note 12)	\$ 104,648	\$ 118,000
Seniors	3,916	4,000
Events	2,493	350
Business fair	638	115
Community garden	349	843
Creating Coventry	-	357
Arts and Crafts	-	229
	<u>112,044</u>	<u>123,894</u>
 <b>Expenses</b>		
Creating coventry	116,648	553
Harvest Hills outdoor comm Hub	55,959	173,105
Seniors programs	14,143	12,146
Community programs	6,890	7,015
City programs - Skateboard park	1,805	825
Board/conferences/meetings	1,433	1,524
Business fair	1,250	1,068
Ice rink	1,210	1,348
Community garden	817	810
Northern Hills connect	55	148
Mural project	-	56,417
Community contest prize	-	720
Youth	-	194
	<u>200,210</u>	<u>255,873</u>
	<u>\$ (88,166)</u>	<u>\$ (131,979)</u>

**NORTHERN HILLS COMMUNITY ASSOCIATION**  
**SCHEDULE 2 - SPORTS ANALYSIS**

For the Year Ended December 31, 2019

	<u>2019</u>	<u>2018</u>
<b>Revenue</b>		
Children's soccer	\$ 48,344	\$ 51,315
Sponsorship - soccer	19,130	11,430
Adult slopitch	-	2,847
Sponsorship - Northern Lights	-	915
	<u>67,474</u>	<u>66,507</u>
<b>Expenses</b>		
Children's soccer	39,131	40,978
Adult slopitch	10	3,463
Women soccer	-	7,307
Medals	-	2,047
Volunteer deposits returned	-	300
	<u>39,141</u>	<u>54,095</u>
	<u>\$ 28,333</u>	<u>\$ 12,412</u>

**SCHEDULE 3 - NEWSLETTER / ADVERTISING**

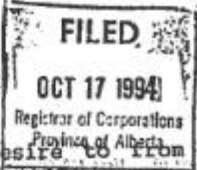
For the Year Ended December 31, 2019

	<u>2019</u>	<u>2018</u>
<b>Revenue</b>		
Advertising	\$ 109,115	\$ 127,339
<b>Expenses</b>		
Printing/Commission	<u>106,084</u>	<u>108,484</u>
	<u>\$ 3,031</u>	<u>\$ 18,855</u>

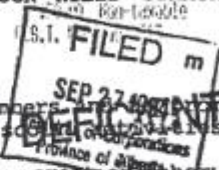
## Current Objects

SOCIETIES ACT - APPLICATION

We, the undersigned, hereby declare that we desire to form a society under The Societies Act, R.S.A. 1980, and that:



1. The name of the Society is **BUFFALO ROCK HILLS COMMUNITY ASSOCIATION**.
2. The objects of the Society are:
  - (a) To provide for the recreation of the members and afford opportunity for friendly and social activities.
  - (b) To acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes.
  - (c) To encourage and promote amateur games and exercises.
  - (d) To provide a meeting place for the consideration and discussion of questions affecting the interests of the community.
  - (e) To carry on a literary and debating club for the discussion of topics of general interest, and to encourage the practice of public speaking amount its members.
  - (f) To procure the delivery of lectures on social, educational, political, economic and other subjects, and to give and arrange musical and dramatic entertainments.
  - (g) To establish and maintain a library and reading room.
  - (h) To provide all necessary equipment and furniture for carrying on its various objects.
  - (i) To provide a centre and suitable meeting place for the various activities of the community.
  - (j) Generally to encourage and foster and develop among its members a recognition of the importance of history and culture in national life.
  - (k) To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.
  - (l) To establish a concerted front to deal with matters relative to the welfare of the community as a whole.



DATED THIS 14th day of September, 1994

## **Proposed Objects**

- a) to provide a forum for, and a coordinated voice on behalf of, the Community as a whole;
- b) to represent the Community as a whole in negotiations with third parties;
- c) to promote and facilitate the social, recreational, athletic, and community activities of the residents of the Community;
- d) to purchase, lease, license, or otherwise acquire or hold lands, property, and buildings or any interest therein, and to develop, improve, maintain, sell, exchange, mortgage, lease, let, or rent them for purpose of giving effect to the Objects of the association; and
- e) otherwise generally to serve and promote the interests and welfare of the Community as a whole.

# Change Overview for Bylaws

## 1. Preamble/Background

---

### Objects

Reference to a specific date for Objects removed. Bylaws now refer to the most current Objects filed with the government.

### Boundaries

Simplified to refer to the communities the NHCA serves

### Interpretation

Added guidance for the interpretation of the Bylaws, including headings.

### Definitions

Greatly expanded.

## 2. Membership

---

- Simplified membership classes into voting and non-voting.
- Voting memberships are eligible individual persons, Non-voting may include businesses, people from outside the area, etc.
- Specification for membership types, fees, and expiration dates to be determined by the Board.
- Membership status changes clarified and includes changes of address rules
- Membership registry required to be current, confidential, and safe.
- Members are not liable for the debts or liabilities of the NHCA unless they were personally negligent.



### 3. Board of Directors

---

- Minimum number of Directors changed to 5 from 7
- Maximum number of Directors changed to 20 from 24
- Term clarified as the time between AGMs (when Directors are elected). This avoids a director's term ending before the next AGM.
- A person who takes over the term from a departing Director is a stand-in for the previous Director and the replacement period does not count as their term for the purpose of term limits.
- Directors at Large now simply referred to as Directors
- Directors shall receive no remuneration other than a membership during their term.
- Reimbursement of expenses does not count as remuneration
- Directors are indemnified from liability from actions that are made in good faith or are not their own.
- Conflict of interest guidelines added
  - Potential conflicts of interest must be disclosed and the Director recuse themselves.
  - No two people from the same immediate family shall be Directors
- Removal of Directors expanded:
  - Reasons for removal included
  - Notice to disciplined Director changed from 2 weeks to 10 days for the Board and at least 7 days to the Director.
  - Allow for the removal of a Director initiated by the members via a Special Meeting.
  - Directors who have been removed are not eligible for re-election for 2 years or major decision vote.

### 4. Duties of Board of Directors

---

Duties of the Board members greatly expanded.

## 5. Meetings

---

- AGM date changed to within 5 months of fiscal year end from 4 months to accommodate tax season (April)
- Rules for all meetings added, not just the AGM
- Roberts Rules of Order added as reference
- Voting clarified from “in person” to “immediate presence” to allow for virtual meetings.
- Added clear language to allow electronic meetings, pulled from Roberts Rules of Order 12<sup>th</sup> Edition.

## 6. Finances

---

- Clarified record inspection rules to allow non-members (i.e. police with a warrant) to inspect them
- Treasurer can oversee a bookkeeper and is not required to do everything personally
- The NHCA is required to maintain insurance
- The Board may proceed with an expenditure to protect the facilities without prior approval but must get the decision ratified as soon as possible.
- Secretary added to signing authorities
- Budget controls put in place (previously were missing)
- Borrowing language clarified
- On dissolution, “religious” removed and replaced with “charitable groups or purposes” in accordance with AGLC language

## 7. Regulations

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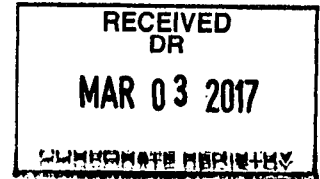
- Board Manual added as a place to publish Board regulations.



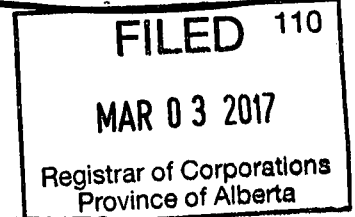
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# Northern Hills Community Association



Serving Country Hills, Country Hills Village, Coventry Hills  
Harvest Hills and Panorama Hills



## SPECIAL RESOLUTION – BYLAWS AMENDMENTS

I hereby certify that the following special resolution was passed at the 2015 Annual General Meeting of the members of the NORTHERN HILLS COMMUNITY ASSOCIATION (506285899) on April 14<sup>th</sup>, 2016.

The by-laws were changed as follows:

Proposed resolutions (amendments) to the bylaws were distributed to the Membership over 21 days in advance of the 2015 AGM, and were listed on the distributed agenda. Copies of the current bylaws were available at the meeting. **The following amendments were passed by a majority vote for each motion:**

1. Motion: "Be it resolved that the NHCA amend Article III, Section 2, paragraph 2, by removing "plus the immediate past President"."
2. Motion: "Be it resolved that the NHCA amend Article III, Section 3 (a), which will now read as: "The term of every Board member shall be for a period of two (2) years. Any Board member may serve four (4) consecutive terms"."
3. Motion: "Be it resolved that the NHCA amend Article III, Section 3 (b), by removing: "Board of"."
4. Motion: "Be it resolved that the NHCA amend Article III, Section 4 (b), by removing: "and are approved at the first Board Meeting, following the election of a Board of Directors.". "
5. Motion: "Be it resolved that the NHCA amend Article III, Section 7 (a), by removing: "There is an option to also elect the position of Chairman, and do such other things as shall be required to commence the Association's year of operations.". "
6. Motion: "Be it resolved that the NHCA amend Article III, Section 9 (c), by removing: "without just cause", and replacing it with: "in writing to the President"."
7. Motion: "Be it resolved that the NHCA amend Article IV, Section 1, by adding: "The President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.". "
8. (a) Motion: "Be it resolved that the NHCA amend Article IV, Section 2, sentence 2, by changing it to: "The First Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.". "
- (b) Motion: "Be it resolved that the NHCA amend or add the same sentence as in Article IV, Section 2, sentence 2, to the rest of the Board Executive: the Treasurer, Secretary and 2nd Vice President. "
9. Motion: "Be it resolved that the NHCA delete Section 6 from Article IV. "

Northern Hills  
Community Association


...5783

Serving Country Hills, Country Hills Village, Coventry Hills  
Harvest Hills and Panorama Hills

10. Motion: "Be it resolved that the NHCA amend Article IV, Section 7, sentence 1, by adding: "or elected"."
11. Motion: "Be it resolved that the NHCA amend Article V, Section 3, by changing: "7 days" to "21 days"."
12. Motion: "Be it resolved that the NHCA amend Article VI, Section 3 (c), by changing "expenditures" to "Capital expenditures" and changing "\$25k" to "\$50k"."

Due to the large number of changes, the bylaws have been edited to reflect the amendments and two copies are enclosed with this letter, along with a copy of the AGM minutes. The new copies have been embossed with the Society's seal, and signed by two authorized Board Executive members.

Date: February 18, 2017

Signature:   
(original ink signature of authorized officer)

Name (Please print): Rick Lundy

Position: President

Date: February 18, 2017

Signature:   
(original ink signature of authorized officer)

LONNY MAH,  
TREASURER

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# THE SOCIETIES ACT

# NORTHERN HILLS COMMUNITY ASSOCIATION

February 16, 2017

FILED 110  
MAR 03 2017  
Registrar of Corporations  
Province of Alberta

CR1701071 0057

# TABLE OF CONTENTS

ARTICLE I – BACKGROUND		
1.	OBJECTS	4
2.	BOUNDARIES	4
3.	DEFINITIONS	4
4.	HEADINGS	5
5.	AMENDMENTS	5
ARTICLE II – MEMBERSHIP		
1.	CLASSES OF MEMBERSHIP	6
2.	ELIGIBILITY	6
3.	FEEES	6
4.	WITHDRAWAL AND SUSPENSIONS	7
5.	VOTING PRIVLEDGES	7
ARTICLE III – BOARD OF DIRECTORS		
1.	STRUCTURE	8
2.	NUMBER	8
3.	TERM	8
4.	AUTHORITY	9
5.	QUALIFICATIONS AND REMUNERATION OF OFFICERS/DIRECTORS	9
6.	NOMINATION OF DIRECTORS	9
7.	DIRECTORS MEETINGS	9
8.	CORPORATE SEAL	10
9.	REMOVAL OF OFFICERS/DIRECTORS	10
10.	ELECTION	10
11.	APPOINTMENTS	10
12.	QUORUM	10
ARTICLE IV – DUTIES OF DIRECTORS		
1.	PRESIDENT	11
2.	FIRST VICE-PRESIDENT	11
3.	SECOND VICE-PRESIDENT	11
4.	SECRETARY	11
5.	TREASURER	12
6.	IMMEDIATE PAST PRESIDENT	12
7.	DIRECTORS AT LARGE	12
ARTICLE V – ANNUAL GENERAL MEETING		
1.	ANNUAL GENERAL MEETING	13
2.	SPECIAL MEETINGS	13
3.	NOTICE OF MEETING	13
4.	QUORUM	14
5.	VOTING AND PRESIDING CHAIRMAN	14

CR1701071 0058

ARTICLE VI – FINANCES

- 1. BOOKS AND RECORDS 15
- 2. FISCAL YEAR 15
- 3. LIMITS OF SPENDING 15
- 4. SIGNING OFFICERS 15
- 5. BORROWING 16
- 6. DISSOLUTION OF ASSOCIATION 16

ARTICLE VII – REGULATIONS

- 1. REGULATIONS 17

CR1701071 0059

\* The name of the Association shall be known as "Northern Hills Community Association", hereinafter referred to as "the Association".

ARTICLE I - BACKGROUND

1. OBJECTS

The objects of the Association\* shall be in accordance with the application for Incorporation filed and registered with the department of Consumer and Corporate Affairs, Corporate Registry, Government of the Province of Alberta on the 31<sup>st</sup> day of January 1993.

2. BOUNDARIES

The geographical boundaries of the Association shall include all those lands in the geographical area of the City of Calgary, in the Province of Alberta, bounded by Stoney Trail on the North and West, Deerfoot Trail on the East; and Beddington Trail/Symons Valley Road on the South.

3. DEFINITIONS

In these By-

Laws:

- (a) "Act" refers to the Societies Act, R.S.A. 1980 c. S-18, and the regulations made thereunder as amended from time to time by the Government of Alberta;
- (b) "Board" – means the Board of Directors and Directors of the Association;
- (c) "Director" – means the Board of Directors and Directors of the Association and a member of the Board;
- (d) "Officer" – means a person elected or appointed to act as an Executive Officer of the Board;
- (e) "By-Laws" – means the by-laws of the Association from time to time in force and effect;
- (f) "Association" – means the Northern Hills Community Association;
- (g) "Books" – means minutes of Board meetings, minutes of Annual General Meetings, financial records and contracts but excluding personnel and client contracts;
- (h) "Meetings" – means Annual General Meeting, Board of Directors meetings, Executive meetings, Committee meetings and any other meetings set up by the Board of Directors of the Association;
- (i) "Special Resolution" – means
  - i. a resolution passed
    - (A) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given and

CRI701071 0060

CR1701071 0061

- (B) by vote of not less than 75% of those members who, if entitled to do so, vote in person;
- ii. a resolution proposed and passed as a special resolution at a general meeting of which not less than 21 days notice has been given, if all the members entitled to attend and vote at the general so agree, or;
- iii. a resolution consented to, in writing, by all the members who would have been entitled at a general meeting to vote on the resolution in person.

4. HEADINGS

The headings used in these By-Laws are inserted for reference purposes only, and are not to be construed as the terms or provisions thereof. Headings are set out only for the readers' guidance.

5. AMENDMENTS

The Association may, by Special Resolution amend or change its name, objects or By- Laws.

CR1701071 0062

## ARTICLE II – MEMBERSHIP

### 1. CLASSES OF MEMBERSHIP

The following classifications of membership shall be designated:

- (a) Voting Member
- (b) Non-Voting Member
- (c) Honorary Member
- (d) Small Business
- (e) Corporate

### 2. ELIGIBILITY

- (a) Any individual with permanent residence within the boundaries of the Association shall be eligible for a Voting membership in the Association upon payment of its annual membership fee, as set from time to time by the Board of Directors.
- (b) Any individual outside the boundaries of the Association shall be eligible for a Non-Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.
- (c) The Board of Directors may admit to “Honorary Membership” such other persons, as it in its discretion may deem advisable.
- (d) Small businesses operating within the boundaries of the Association shall be eligible for a Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.
- (e) Corporations will be allowed a Non-Voting membership in the Association upon payment of the annual membership fee, as set from time to time by the Board of Directors.

### 3. FEES

The membership fees for all classes of membership in the Association shall be in such amount as shall be established by resolution of the Board of Directors each year and shall be paying in advance. No fee to any household shall exceed the cost equal to three memberships.

### 4. WITHDRAWAL AND SUSPENSIONS

- (a) A member may withdraw from any membership by giving a written notice of intention to withdraw to a member of the Board of Directors, and the refunding of any monies or membership fees will be at the sole discretion of the Board of Directors.
- (b) Any member who is in arrears for fees for any membership year shall be automatically suspended at the expiration of three (3) months and shall thereafter be entitled to no membership privileges until reinstated. Any



member suspended pursuant to these rules may be re-instated at the discretion of the Board of Directors.

- (c) The Board may, by vote of three fourths of its Directors present and eligible to vote, expel or suspend any member whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or whose conduct represents a willful breach of these By-Laws.

5. VOTING PRIVILEGES

Each membership purchased, which has voting privileges will entitle the right to one vote.

CR1701071 0063

ARTICLE III – BOARD OF DIRECTORS

1. STRUCTURE

The Association shall be governed by its members, through a Board of Directors which shall strive to ensure that all areas of the Association are represented.

2. NUMBER

The Board of Directors shall consist of a minimum of seven (7), and a maximum of twenty-four (24) elected members and the Immediate Past President. No two members of the same household may be on the Executive on the Board of Directors simultaneously. The offices of President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected from the members of the Board by members of the Board. The remaining members of the Board of Directors shall be known as Directors at Large.

The Executive Officers shall consist of the Officers listed above and must be voting members in good standing. The Executive Officers who form the Executive Committee shall have and shall exercise all the powers of the Board of Directors between meetings of the Board, provided that the Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors, and at each meeting of the Board of Directors, the Executive Committee shall report on all its actions since its previous report, and any action or proceeding shall be subject to approval by the Board.

3. TERM

- (a) The term of every Board member shall be for a period of two (2) years. Any Board member may serve four (4) consecutive terms.
- (b) Upon the resignation of a Director or the vacation of their office for any reason during their tenure, the Board may appoint a new Director who shall hold office for the unexpired term of the vacant office.
- (c) No member shall hold the same Office on the Executive for more than two consecutive terms, except by a three-quarter majority of the general membership in attendance at an annual or Special General Meeting.

4. AUTHORITY

- (a) The Board of Directors will have vested authority to act on behalf of and in the best interests of the Association. The Board of Directors shall be governed by the Association's registered By-Laws. The Board of Directors may extend its authority only through amendments to the Registered Objects and/or By-Laws.
- (b) Internal rules governing the operation of the Association may be established by a majority vote of the Board of Directors provided such rules do not exceed authority permitted by these By-Laws or the Societies Act.

CR1701071 0064

5. QUALIFICATIONS AND REMUNERATION OF OFFICERS/DIRECTORS

Each Director elected shall be a member of the Association in good standing and shall serve without remuneration.

6. NOMINATION OF DIRECTORS

Nominations for a Director position may be presented, in writing, to the Secretary prior to the Annual General Meeting, may be nominated from the floor at the Annual General Meeting or may be volunteers wishing to let their name stand for election. All nominees must acknowledge their acceptance of the nomination.

7. DIRECTORS MEETINGS

- (a) Within one month of the Annual General Meeting, the newly elected Board of Directors shall hold its first meeting and at which it shall elect from the Directors, a President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- (b) The Board of Directors shall meet at least once a month, except during the months of July, August and December, where meetings shall be called if necessary, at such time and place as the President, or in their absence, the First Vice-President, shall designate.
- (c) The business which the Board of Directors shall be empowered to deal and transact shall be of a general nature; it shall not be empowered to enter into land or building construction transactions, but shall have the duty to inform and advise members in such matters and recommend course of action.
- (d) At such meetings, each Director shall have one vote on each matter requiring a vote and, in the event of a tie, the Director acting as Chairman of the meeting shall have the deciding vote.
- (e) The Board may, at any time, appoint or hire such advisors or staff as it deems necessary in the carrying out of its duties and functions. Any or all of the appointees or staff may, by Board invitation, attend Board Meetings but shall have no vote there at.

8. CORPORATE SEAL

The Association shall obtain a Corporate Seal, which shall be the responsibility of the Secretary and shall only be affixed to documents having been approved by the Board of Directors. Such documents shall carry the signature of the President and one other member of Executive.

CR1701071 0065

9. REMOVAL OF OFFICERS/DIRECTORS

- (a) Any member of the Board of Directors may be relieved of their duties and authorities by a three-quarters majority vote of the Board of Directors.
- (b) An Officer/Director who has been recommended for suspension shall be given notice at least two weeks prior to a Board of Directors meeting at which time the said member shall have the opportunity to be heard or to submit a statement in writing.
- (c) Upon an Officer/Director being absent, in writing to the President, from three consecutive Board Meetings during the annual tenure, the Board may, by resolution forthwith, dismiss such Officer/Director without notice.

10. ELECTION

The Board of Directors shall be elected at the Annual General Meeting by simple majority vote of the general membership in attendance. A motion from the floor may be made to waive the ballot. If this motion has unanimous support then the nominees shall be elected by acclamation.

11. APPOINTMENTS

The Board of Directors shall be allowed to appoint additional members to the Board, without calling a Special Meeting; however, they may not exceed the maximum number of Board Members, which is set at twenty-four (24).

12. QUORUM

A quorum shall consist of 51% of valid members.

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ARTICLE IV – DUTIES OF BOARD OF DIRECTORS

CR1701071 0067

1. PRESIDENT

The President is the Association’s Chief Executive Officer, and is primary spokesperson of the Association. They fulfill a coordinating, motivating and mediating role with the Association’s Board of Directors, committees or any other group within the Association. They are, by default, a member of all the committees set-up by the Association. The President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

2. FIRST VICE-PRESIDENT

The First Vice-President will assist the President and the Second Vice-President, as well as perform the duties of the President in their absence. The First Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

3. SECOND VICE-PRESIDENT

The Second Vice-President will assist the President and the First Vice-President, as well as perform the duties of Secretary in their absence. The Second Vice-President must chair a committee or other duties delegated by the Board of Directors set up. The First Vice President position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

4. SECRETARY

The Secretary is responsible for recording and maintaining minutes of all Board of Directors, Special and General Meetings. The Secretary may be asked to perform documentation of pertinent Association business and correspondence as well as implement the due notice proceedings and collection of agenda items from the Board of Directors. The Secretary is responsible for the Association’s official seal and keeping Community Distribution and Board Members email list up to date.

The Secretary must chair a committee or other duties delegated by the Board of Directors set up. The Secretary position will serve for (1) term or (2) consecutive years before he/she must go through the election process again.

5. TREASURER

The Treasurer is responsible for all financial transactions, financial accounts, budgets, and financial audit procedures and reporting of same to Board Members and those branches of government as may be required. The Treasurer must chair a committee or other duties delegated by the Board of Directors set up. The Treasurer position will serve for (1) term or (2) consecutive years

before he/she must go through the election process again.

6. DIRECTORS AT LARGE

Directors at Large may be appointed or elected to chair committees set up by the Board of Directors. Directors at Large must be an active participant in at least one committee. They will be members of the Board of Directors without specific responsibilities.

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## ARTICLE V – ANNUAL GENERAL MEETING

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### 1. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the membership of the Association shall be held within four (4) months of the fiscal year end, at such time and place in the City of Calgary as may be determined by the Board of Directors for the purpose of transacting matters of policy and business concerning the Association as a whole, receiving all annual reports and financial statements and electing a Board of Directors for the next ensuing year.
- (b) The following items of business shall be dealt with at the Annual General Meeting:
- i. The approval of Minutes of the last Annual General Meeting and any Special Meeting held during the year.
  - ii. Business arising from the Minutes
  - iii. Report of the President
  - iv. Reports of the Directors and Treasurer
  - v. Report from the reviewer of the Financial Statements
  - vi. Appointment of Reviewer(s) of the Financial Statement for the ensuing year
  - vii. New business
  - viii. The election of the Board of Directors for the ensuing year

### 2. SPECIAL MEETINGS

Special Meetings of the membership of the association may be called by the Secretary upon the written instructions of the President, or by a majority of the Board of Directors; or upon the written request of not less than 25 members in good standing stating the purpose of, or reason for such intended meeting, addressed to the President (or Secretary) whereupon the Secretary shall, within thirty (30) days, convene such Special Meeting.

### 3. NOTICE OF MEETING

All members shall be notified of the Annual General Meeting and of all other Special Meetings of the association in writing, no less than twenty-one (21) days prior to the called meeting and shall include the agenda, and notice of By-law changes that may be presented to the membership. Notice shall be considered to be complete when delivery is made, either orally or in writing, to the member, by post office, by publication department of a local newspaper, or email. Notice shall be deemed sufficient by posting notice of the said meeting in the manner aforesaid by posting notice of such meeting throughout the community.

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4. QUORUM

An official quorum for the Annual General Meeting or all Special Meetings shall be Twenty (20) voting members in good standing, and in attendance at said meeting.

5. VOTING AND PRESIDING CHAIRMAN

- (a) The President shall preside at all meetings, or in their absence, the First Vice-President, or in their absence such other Officer as may be agreed to by all member's present.
- (b) Each adult (those 18 years of age and older) voting member in good standing and personally in attendance shall be entitled to one vote on all matters presented. There shall be no votes by proxy.
- (c) Unless otherwise required by these By-Laws, all decisions shall be decided by a simple majority of the votes cast by the members present and entitled to one vote.



## ARTICLE VI – FINANCES

### 1. BOOKS AND RECORDS

- (a) The books and records of the Association may be inspected by any member in good standing at anytime upon giving reasonable notice to the Officer in charge of the same.
- (b) The Treasurer shall receive all monies paid to the Association, make disbursements as authorized, keep financial records and shall make required reports at all meetings of the financial status of the Association and of all audits of accounts dully conducted. The books and accounts of the Association shall be kept in accordance with generally accepted accounting procedures, and shall be audited annually, within three months of the fiscal year end. The audit shall be conducted by an independent firm of chartered accountants, or by two persons approved by the Board of Directors.

### 2. FISCAL YEAR END

The Association's fiscal year shall end on December 31<sup>st</sup>, of each calendar year.

### 3. LIMITS OF SPENDING

The authorities for expenditure of the Association for allocated items are:

- (a) Less than or equal to \$2,000.00 – any two (2) signing Officers
- (b) Expenditures greater than \$2,000.00 – approval of fifty-one percent (51%) of the Board of Directors
- (c) Capital expenditures greater than \$50,000.00 shall require approval of fifty-one percent (51%) of the general membership in attendance at an Annual General Meeting, or Special Meeting.

### 4. SIGNING OFFICERS

The Signing Officers of the Association shall be the Treasurer, President, First Vice-President and Second Vice-President. All cheques drawn on the Association's bank account shall be signed by the Treasurer, and any one of the Executive Officers.

### 5. BORROWING

For the purposes of carrying out its objects, the Association may borrow or realize and secure the payment of money in such manner as it shall require, and without restricting the generality thereof, may grant and issue promissory notes, mortgages and debentures, provided however, this power shall be exercised only by Special Resolution.

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6. DISSOLUTION OF ASSOCIATION

In the event of dissolution of the Northern Hills Community Association and after paying debts and liabilities, the remaining assets including proceeds from gaming will be disbursed to eligible charitable or religious groups or purposes; or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

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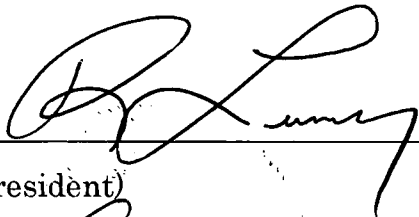
ARTICLE VII – REGULATIONS

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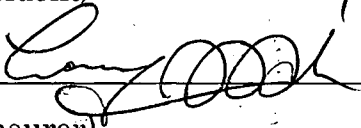
1. REGULATIONS

The Board of Directors shall have full power to make such regulations not inconsistent with the By-Laws as it may from time to time consider necessary for the government and well being of the Association and the conduct of its members to publish, post and enforce the same. Such regulations shall take effect upon posting or promulgation in a prominent position in the place of meetings of the Association as shall from time to time be selected, or upon mailing the same by ordinary post to each member at their last known address, as according to the records kept by the Association.

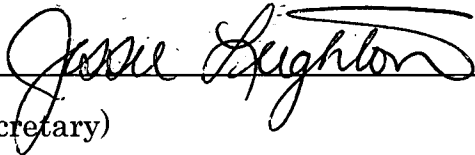
REVISED, DATED THIS 16<sup>th</sup> day of February, 2017



(President)



(Treasurer)



(Secretary)

CR1701071 0073



**Northern Hills Community Association**

**Bylaws**

**October 28, 2020**

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**Contents**

**1** PREAMBLE ..... 4

1.1 The Society ..... 4

1.2 Boundaries ..... 4

1.3 Interpretation of These Bylaws ..... 4

1.4 Definitions in These Bylaws ..... 4

1.5 Amendments ..... 5

**2** MEMBERSHIP ..... 6

2.1 Classification of Memberships ..... 6

2.2 Guidelines ..... 6

2.3 Voting Membership ..... 6

2.4 Non-Voting Membership ..... 6

2.5 Fees ..... 6

2.6 Membership Status Changes ..... 7

2.7 Membership Register ..... 7

2.8 Limitation of the Liability of Membership ..... 7

**3** BOARD OF DIRECTORS ..... 8

3.1 Structure ..... 8

3.2 Number ..... 8

3.3 Term ..... 8

3.4 Authority ..... 8

3.5 Qualifications and Remuneration of Officers/Directors ..... 8

3.6 Protection and Indemnity of Directors ..... 10

3.7 Conflict of Interest ..... 10

3.8 Election of Directors ..... 10

3.9 Removal of Officers/Directors ..... 10

3.10 Re-Election After Removal ..... 11

3.11 Vacancies ..... 11

**4** DUTIES OF BOARD OF DIRECTORS ..... 13

4.1 General Duties and Responsibilities of the Board ..... 13

4.2 Specific Duties and Responsibilities of the President ..... 13

4.3 Specific Duties and Responsibilities of the First Vice-President ..... 13

4.4 Specific Duties and Responsibilities of the Second Vice-President ..... 14

4.5	Specific Duties and Responsibilities of the Secretary .....	14
4.6	Specific Duties and Responsibilities of the Treasurer .....	14
4.7	Specific Duties and Responsibilities of the Directors.....	15
<b>5</b>	<b>MEETINGS .....</b>	<b>16</b>
5.1	General.....	16
5.2	Quorum .....	16
5.3	Attendance Allowed at Meetings .....	16
5.4	Meeting Chair.....	16
5.5	Voting.....	16
5.6	Major Decisions.....	17
5.7	Notice of Meeting .....	17
5.8	Agenda .....	18
5.9	Annual General Meeting.....	18
5.10	Special General Meetings .....	18
5.11	Board of Directors Meetings.....	19
5.12	Meetings Held Electronically .....	19
<b>6</b>	<b>FINANCES .....</b>	<b>20</b>
6.1	Books and Records.....	20
6.2	Corporate Seal.....	20
6.3	Insurance.....	20
6.4	Fiscal Year End.....	20
6.5	Audit.....	20
6.6	Limits of Spending.....	20
6.7	Budget .....	21
6.8	Signing Officers .....	21
6.9	Borrowing.....	21
6.10	Dissolution of Association.....	21
6.11	Regulations.....	21

# 1 PREAMBLE

## 1.1 The Society

- 1.1.1 The name of the society is the Northern Hills Community Association (hereinafter referred to as the "Association").
- 1.1.2 The Association is incorporated under the Societies Act of the Province of Alberta.
- 1.1.3 The objects of the Northern Hills Community Association shall be in accordance with those filed and registered with the department of Consumer and Corporate Affairs, Corporate Registry, Government of the Province of Alberta.

## 1.2 Boundaries

- 1.2.1 The geographical boundaries of the Association shall include the following communities in Calgary, Alberta, Canada: Country Hills, Country Hills Village, Coventry Hills, Harvest Hills, and Panorama Hills.

## 1.3 Interpretation of These Bylaws

- 1.3.1 Singular terms include the plural, and plural the singular;
- 1.3.2 The word "person" includes corporations and societies;
- 1.3.3 Wherever reference is made to any Article, such reference will be deemed to extend and apply to any amendment to such Article as the case may be.
- 1.3.4 The headings used in these Bylaws are inserted for reference purposes only and are not to be construed as the terms or provisions thereof. Headings are set out only for the readers' guidance

## 1.4 Definitions in These Bylaws

- 1.4.1 "Acclamation" – the situation during an election in which only one person has been nominated for a position and that person is subsequently affirmed to the position by a Simple Majority Vote.
- 1.4.2 "Act" refers to the Societies Act, R.S.A. 2000 c. S-14, and the regulations made thereunder as amended from time to time by the Government of Alberta;
- 1.4.3 "Adult" – any human person aged 18 years or older.
- 1.4.4 "Annual General Meeting" or "AGM" – an annual meeting open to all Members in Good Standing.
- 1.4.5 "Article" – a numbered section of these bylaws.
- 1.4.6 "Association" or "Community Association" – generally an organization representing a residential community incorporated under the Societies Act of Alberta that may provide facilities, programming, and services without reference to ethnic origin, religion or political affiliation. Within these bylaws the terms refer specifically to the Northern Hills Community Association.
- 1.4.7 "Board" or "Board of Directors" – the group of Voting Members who have been elected or appointed to oversee the affairs of the Association;
- 1.4.8 "Books" – means minutes of Board of Director meetings, minutes of Annual General Meetings, minutes of Special General Meetings, financial records and contracts but excluding in-camera minutes, personnel, and client contracts;
- 1.4.9 "Bylaws" or "Bylaws" – means the bylaws of the Association from time to time in force and effect;
- 1.4.10 "Director" – means any person occupying a position on the Board of Directors, by whatever name called;
- 1.4.11 "Executive Director" or "General Manager" is a title given to the highest-ranking managing staff member of the Association and is not, and shall not be, a member of the Board of Directors.
- 1.4.12 "Fiscal Year" – a twelve (12) month period commencing on January 01 of a year and ending on December 31 of the following year.
- 1.4.13 "General Meeting" – means Annual General Meeting and Special General Meeting

- 1.4.14 “Good Standing” – when referring to a member, is an indication that the member’s rights and privileges have not been rescinded pursuant to Article 2.6.
- 1.4.15 “Household” – a property having a distinct City of Calgary address within which one or more persons reside.
- 1.4.16 “Immediate Family” refers to a person’s spouse or common-law partner; dependent child or a dependent child of the person’s spouse or common-law partner; parent or step-parent or the parent or step-parent of the person’s spouse or common-law partner; guardian or tutor.
- 1.4.17 “Immediate Presence” may refer to physical or virtual attendance at a meeting, so long as it is in real time.
- 1.4.18 “Major Decision Vote” – a vote on a motion applicable to a topic listed in Article 5.6.1. In order to pass, the motion requires a) Quorum be met and b) a vote of 75% or more in favour.
- 1.4.19 “Notice” or “Proper Notice” – information given pursuant to Article 5.7, by any practically available media including but not limited to e-mail, newsletters, social media, and website, stating the date, time, location and purpose of a meeting. The Notice may be augmented by signage throughout the community.
- 1.4.20 “Officer” – means a person elected or appointed to act as an Executive Officer of the Board;
- 1.4.21 “Policy and Procedures” – administrative rules and guidelines created and amended by the Board from time to time with respect to the management and governance of the Association, which may elaborate on the proper functioning of the Association and are consistent with the bylaws.
- 1.4.22 “Proper Notice” – see “Notice.”
- 1.4.23 “Quorum” – the minimum attendance required at a meeting of the Association in order to vote on a motion.
- (a) Quorum for Board of Directors meetings is 51% of the Directors.
  - (b) Annual General Meetings and Special General Meetings, require twenty (20) Voting Members who are eligible to vote in accordance with Article 2.3
- 1.4.24 “Simple Majority Vote” – a vote that requires more than fifty percent (50%) in favour to pass.
- 1.4.25 “Special General Meeting” or “Special Meeting” – a meeting of the Association, open to all Members in Good Standing, called outside of the Annual General Meeting and Board of Director meetings to address one or more specific issues, pursuant to Article 5.10.
- 1.4.26 “Special Resolution” is defined in the Act, Section 1(d) and means:
- (a) a resolution passed
  - (b) at a general meeting or special meeting of which notice was given Pursuant to Section 5.7, specifying the intention to propose the resolution has been duly given, and
  - (c) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy, or
  - (d) a resolution proposed and passed as a Special Resolution at a general meeting or special meeting of which notice has been given Pursuant to Section 5.7, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
  - (e) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

## **1.5 Amendments**

- 1.5.1 The Association may, by Special Resolution of its members, amend or change its name, objects, or Bylaws.



## 2 MEMBERSHIP

### 2.1 Classification of Memberships

- 2.1.1 The following classifications of membership shall be designated:
- (a) Voting Membership
  - (b) Non-Voting Membership

### 2.2 Guidelines

- 2.2.1 Membership permits Members to have the rights and privileges subject to the duties and obligations set out by these Articles.
- 2.2.2 Members shall not take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.
- 2.2.3 Membership in the Association is non-transferrable.
- 2.2.4 The Association may set different types of Voting and Non-Voting Memberships with different fees, durations, and eligibility criteria, so long as they do not conflict with the Basic Eligibility requirements.

### 2.3 Voting Membership

- 2.3.1 Basic Eligibility - a Voting Membership may be held by
- (a) a single human person who;
  - (b) Has a permanent residence within the borders of the Association, and;
    - i. Whose membership is current.
  - (c) a household who;
    - i. Has a permanent residence within the borders of the Association, and;
    - ii. Whose membership is current.
- 2.3.2 Voting Members in Good Standing have the right to:
- (a) attend Annual General Meeting and any Special General Meeting of the Association;
  - (b) a single vote at any Annual General Meeting or Special General meeting of the Association pursuant to Article 5.5
  - (c) stand for nomination or appointment as a Director.

### 2.4 Non-Voting Membership

- 2.4.1 Basic Eligibility - A Non-Voting Membership may be held by
- (a) a single human person who;
    - i. Resides outside the borders of the Association, and;
    - ii. Whose membership is current.
  - (b) a Business
  - (c) Other entities determined by the Board of Directors
- 2.4.2 Non-Voting Members in Good Standing have the right to:
- (a) attend Annual General Meeting and any Special General Meeting of the Association;
- 2.4.3 A Non-Voting Member may not
- (a) vote at any meeting of the Association.
  - (b) stand for nomination or appointment as a Director.

### 2.5 Fees

- 2.5.1 The membership fees, classes, types, and expiration dates shall be established by the Board of Directors as long as they do not conflict with the Basic Eligibility requirements.

## **2.6 Membership Status Changes**

- 2.6.1 A member may withdraw from any membership by giving a written notice of intention to withdraw to a member of the Board of Directors or the Association Office; and the refunding of any monies or membership fees will be at the sole discretion of the Board of Directors.
- 2.6.2 A membership may be revoked for any member;
- (a) who is in arrears for fees for any membership
  - (b) whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Association, or whose conduct represents a willful breach of these Bylaws subject to a vote of three fourths of the Board of Directors.
- 2.6.3 Change of Address of Membership
- (a) The residents of a Household for which a Voting or Non-Voting Membership has been purchased shall give notice to the Association in a timely manner of any change of address.
  - (b) If all residents of a Household for which a Voting Membership has been purchased move to an address outside of the established borders of the Association, the Membership shall automatically change to a Non-Voting Membership.
  - (c) If all residents of a Household for which a Non-Voting Membership has been purchased move to an address within the established borders of the Association the Membership shall be eligible to change to a Voting Membership.
  - (d) If only some of the residents of a registered Household change address, the Membership shall be deemed to belong to the Household at the original address registered with the Association.

## **2.7 Membership Register**

- 2.7.1 The Secretary shall ensure the maintenance of an accurate register of the Membership of the Association, which shall be kept current, confidential and in safe storage.

## **2.8 Limitation of the Liability of Membership**

- 2.8.1 No Member, in their individual capacity, shall be held liable for any debt or liability of the Association unless such debt or liability is the result of that Member's own willful negligence.

## **3 BOARD OF DIRECTORS**

### **3.1 Structure**

- 3.1.1 The Association shall be governed by its members, through a Board of Directors which shall strive to ensure that all areas of the Association are represented.

### **3.2 Number**

- 3.2.1 The Board of Directors shall consist of a minimum of five (5), and a maximum of twenty (20), including elected members and the Immediate Past President.
- 3.2.2 The offices of President, First Vice-President, Second Vice-President, Secretary and Treasurer shall be elected from the members of the Board by members of the Board.
- (a) The remaining members of the Board of Directors shall be known as Directors.
- 3.2.3 The Executive Officers shall consist of the Officers listed in 3.2.2 and must be voting members in good standing.
- 3.2.4 The Executive Officers who form the Executive Committee shall have and shall exercise all the powers of the Board of Directors between meetings of the Board, provided that the Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors, and at each meeting of the Board of Directors, the Executive Committee shall report on all its actions since its previous report, and any action or proceeding shall be subject to approval by the Board.

### **3.3 Term**

- 3.3.1 The term of every Board member shall be for a period of two (2) years. Any Board member may serve maximum four (4) consecutive terms.
- 3.3.2 For the purposes of Board member terms, a "year" is defined as the period between an AGM and the subsequent AGM the following year. No term shall expire before an AGM can provide the opportunity to re-elect the Board member or elect a replacement.
- 3.3.3 Upon the vacation of their office or the resignation of a Director pursuant to section 3.9-11 during their tenure, the Board may appoint a new Director who shall hold office for the unexpired term of the vacant office. This replacement period shall not count against the replacement Director's term limits.
- 3.3.4 No member shall hold the same Office on the Executive for more than two consecutive terms, except by a three-quarter majority vote of the general membership in attendance at an annual or Special General Meeting.

### **3.4 Authority**

- 3.4.1 The Board of Directors will have vested authority to act on behalf, and in the best interests, of the Association. The Board of Directors shall be governed by the Association's registered Bylaws. The Board of Directors may extend its authority only through amendments to the Registered Objects and/or Bylaws.
- 3.4.2 Internal rules governing the operation of the Association may be established by a majority vote of the Board of Directors provided such rules do not exceed authority permitted by these Bylaws or the Societies Act.

### **3.5 Qualifications and Remuneration of Officers/Directors**

- 3.5.1 Each Director elected shall be a member of the Association in good standing and shall serve with no remuneration other than a Membership during their term

3.5.2 Directors, Staff, and Members may be reimbursed for expenses incurred through Association activities with prior approval from the Board of Directors.

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### **3.6 Protection and Indemnity of Directors**

- 3.6.1 Every Director is provided the following protection by the Association:
- (a) The Association indemnifies each Director against all costs or charges that result from any act performed in their role for the Association provided it is not an act of fraud, dishonesty or bad faith.
  - (b) No Director is liable for the acts or omissions of any other Director of the Association.
  - (c) No Director is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association.
  - (d) Directors may rely on the accuracy of any statement or report prepared by the Association's auditor or other advisors; Directors are not held liable for any loss or damage as a result of acting on that statement or report.

### **3.7 Conflict of Interest**

- 3.7.1 The Board of Directors is responsible for ensuring that all business decisions are made solely for the benefit of the Association as a whole.
- (a) A Director or member who may be, or may appear to be, in a conflict of interest position must disclose that conflict of interest, whether proven or not, prior to the matter being discussed, and recuse themselves from involvement in the decision-making process.
- 3.7.2 Any Director or other Member who may have a conflict of interest at any meeting shall:
- (a) Advise the Board of the potential conflict prior to the matter being discussed
  - (b) If requested as a result of Simple Majority Vote of the Board, exit the meeting until the matter has been resolved and
  - (c) Not participate in the voting process for the matter in question.
- 3.7.3 The Board shall not include two people from the same immediate family.

### **3.8 Election of Directors**

- 3.8.1 The Board of Directors shall be elected at the Annual General Meeting by Simple Majority Vote of the general membership in attendance.
- (a) Nominations for a Director position may be presented, in writing, to the Secretary prior to the Annual General Meeting, may be nominated from the floor at the Annual General Meeting, or may be volunteers wishing to let their name stand for election. All nominees must acknowledge their acceptance of the nomination.
  - (b) A motion from the floor may be made to waive the ballot. If this motion has unanimous support, then the nominees shall be elected by acclamation.
- 3.8.2 The Board of Directors shall be allowed to appoint additional members to the Board, without calling a Special Meeting; however, they may not exceed the maximum number of Board Members, pursuant to Article 3.2.1.

### **3.9 Removal of Officers/Directors**

- 3.9.1 Directors may be removed before the expiration of their term by:
- (a) The Board, or
  - (b) Regular Members
- 3.9.2 Removal of a Director by the Board
- (a) The Board may remove any Director before the expiration of their term for:
    - i. Conduct deemed improper, unbecoming, or likely to endanger the interest or reputation of the Association, or
    - ii. Wilfully committing a breach of the bylaws and/or Code of Conduct, or
    - iii. Wilfully being in conflict of interest, or failing to disclose conflict of interest or potential conflict of interest, pursuant to Article 3.7, or
    - iv. Failing to inform the Board of any issues of which they may be aware that may have a negative impact on the Association, or

- v. Failing to attend three (3) or more Board of Director or Special meetings of the Association without reasonable excuse during the period between successive Annual General Meetings.
- (b) The Board may remove any Director through the following procedure:
- i. By submitting to the Secretary, or other Director appointed by the Board, not less than ten (10) days before a scheduled Board meeting, a written request for an in-camera review for the purpose of removing the Director from their position, containing details of their complaint, and
  - ii. By notifying the Director in question in writing of the charge or complaint against them not less than seven (7) days before a scheduled Board meeting, and
  - iii. Giving the Director an opportunity to be heard and to present a defense at the Board meeting, and
  - iv. Passing a resolution in favour of removal through a Major Decision vote of the other Directors at the Board meeting.
  - v. The resolution as decided by the Board is then final; if the Director is not removed, that person shall continue to hold that Director position in accordance with Article 3

### 3.9.3 Removal of a Director by Voting Members

- (a) Members may remove any Director before the expiration of their term by
- i. Requesting a Special General Meeting pursuant to Article 5.10, and
  - ii. Upon receiving the request, The Association notifies in writing the Director in question, as well the Secretary or other Director appointed by the Board, of the charge or complaint against the Director in question pursuant to Article 5.7, and
  - iii. Providing the Director an opportunity to be heard and present a defense at the Special General Meeting, and
  - iv. Passing a resolution in favour of removal through a Major Decision Vote by Directors and Regular Members who are present and eligible to vote at the Special General Meeting.
  - v. The resolution as decided by the Major Decision Vote is then final; if the Director is not removed, that person shall continue to hold that Director position in accordance with Article 3

## 3.10 Re-Election After Removal

3.10.1 Any Director removed from the Board shall not be eligible to stand for election or appointment for a period of two (2) years from date of removal; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.

3.10.2 Any Director removed from the Board shall have their Membership reviewed for Good Standing status in accordance with Article 2.3.

## 3.11 Vacancies

- 3.11.1 A Director shall automatically terminate their position as Director and return all property and controls of the Association, and the Board of Directors may then declare the position vacated, if the Director:
- (a) Ceases to hold a Voting Membership in good standing or
  - (b) Resigns by written notice to the Secretary or other Director appointed by the Board, or
  - (c) Fails to attend three (3) or more Board of Director or Special meetings of the Association without reasonable excuse during the period between successive Annual General Meetings, or
  - (d) Is removed from the position on the Board pursuant to Article 3.9.2, or
  - (e) Is convicted of an indictable offence, or
  - (f) Becomes incapacitated to the extent of not being able to perform the duties of the position, or dies.

3.11.2 Any Director whose position on the Board has been terminated shall not be eligible to stand for election or appointment for a period of two (2) years from when the position was declared vacant; except that special circumstances may be considered by the Board of Directors, where said Director may be reinstated through a Major Decision Vote.

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## **4 DUTIES OF BOARD OF DIRECTORS**

### **4.1 General Duties and Responsibilities of the Board**

- 4.1.1 The Board of Directors shall have and exercise full control and management of the business and affairs of the Association subject to:
- (a) The Association's Object and Bylaws
  - (b) Directions from Members, through Simple Majority Vote or Major Decision Vote as appropriate pursuant to Article 5.5, at any Annual General Meeting or Special General Meeting.
  - (c) All legal requirements
- 4.1.2 The Board is responsible for developing Terms of Reference for every Director and for reviewing the descriptions annually.
- 4.1.3 The Board shall develop, implement and adhere to policies and procedures for the proper operation of the Association and its facilities.
- 4.1.4 No Director, in accordance with Article 2.2.2, shall take it upon themselves to commit the time, resources or finances of the Association or its Board without prior approval of such commitment at an applicable meeting of the Association.
- 4.1.5 Directors of the Association shall, in fulfilling their duties and responsibilities, act honestly and in good faith with a view of the Association's best interest; furthermore, they shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.1.6 Additional duties as described in the applicable Terms of Reference including but not limited to
- (a) Preparing and approving an annual budget for the Association pursuant to Article 6.7
  - (b) Ensuring the filing, submitting and storing such returns, reports and other materials as required under the Societies Act or other statutes or laws and pursuant to Article 6.1

### **4.2 Specific Duties and Responsibilities of the President**

- 4.2.1 In addition to the general duties and responsibilities of all Directors, the President shall:
- (a) Supervise the affairs of the Board,
  - (b) Chair all meetings of the Association, the Board, and the Executive,
  - (c) Act as the official spokesperson for the Association, but may delegate such authority to the Vice-President or other member of the Board as is reasonably appropriate in the circumstances,
  - (d) Be a designated signing authority on all bank accounts and the principal signing authority on all contracts, official documents and correspondence of the Association, and
  - (e) Be an ex-officio member of all committees of the Board.
- 4.2.2 The President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

### **4.3 Specific Duties and Responsibilities of the First Vice-President**

- 4.3.1 In addition to the general duties and responsibilities of all Directors, the First Vice President shall:
- (a) Assist the President and Second Vice President generally in the performance of the President's duties,
  - (b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President,
  - (c) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association,
  - (d) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required, and
  - (e) Assume the duties of the Treasurer or Secretary in their absence.



- 4.3.2 The First Vice President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

#### **4.4 Specific Duties and Responsibilities of the Second Vice-President**

- 4.4.1 In addition to the general duties and responsibilities of all Directors, the Second Vice President shall:
- (a) Assist the President and First Vice President generally in the performance of the President's duties,
  - (b) Assume the powers and duties of the President in either the temporary or permanent absence of the President, including serving as chairperson at all meetings in the absence of the President,
  - (c) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association ,
  - (d) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required, and
  - (e) Assume the duties of the Treasurer or Secretary in their absence.
- 4.4.2 The Second Vice President position will serve for (1) term or (2) consecutive years before they must go through the election process again.

#### **4.5 Specific Duties and Responsibilities of the Secretary**

- 4.5.1 In addition to the general duties and responsibilities of all Directors, the Secretary shall:
- (a) Chair standing committees, or represent Ad Hoc committees at meetings of the Board or Executive, as required,
  - (b) Be a designated signing authority on all bank accounts and on all contracts to be entered into on behalf of the Association,
  - (c) Ensure accurate minutes and attendance records are kept at all meetings other than committee meetings,
  - (d) Conduct correspondence on behalf of the Association,
  - (e) Ensure that a Register of Membership is kept in accordance with Article 2.7,
  - (f) Cause all Notices of various meetings to be sent in accordance with Article 5.7,
  - (g) Ensure that all records of the Association, other than financial records, are properly maintained, including these bylaws and the Policies and Procedures,
  - (h) Keep the seal of the Association, and
  - (i) Determine if Quorum is met at meetings in accordance with Article 5.2
- 4.5.2 The Secretary position will serve for (1) term or (2) consecutive years before they must go through the election process again.

#### **4.6 Specific Duties and Responsibilities of the Treasurer**

- 4.6.1 In addition to the general duties and responsibilities of all Directors, the Treasurer shall:
- (a) ensure that all monies paid to the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board within thirty days after receipt,
  - (b) Be responsible for the care, custody, control and maintenance of the finances and financial records of the Association including but not limited to:
    - i. Providing a regular report of the financial position of the Association, and
    - ii. Ensuring that an audited financial statement for the preceding Fiscal Year is prepared by the appointed auditors and presented at the Annual General Meeting, and
    - iii. Ensuring the filing of the annual return, the audited financial statements, any Special Resolutions, changes in the Directors, amendments to the bylaws and other incorporating documents with the Corporate Registry or any other applicable regulatory body, as required by the Act, and other statutes or laws.
  - (c) Be a designated signing authority for all bank accounts,

- (d) At the direction of the President or the Vice President, be a designated signing authority on contracts entered into on behalf of the Association, and
  - (e) Chair any finance committee created by the Board.
- 4.6.2 The Treasurer position will serve for (1) term or (2) consecutive years before they must go through the election process again.

#### **4.7 Specific Duties and Responsibilities of the Directors**

- 4.7.1 In addition to the general duties and responsibilities of the Board, a Director shall:
- (a) Be an active participant in at least one committee,
  - (b) Perform tasks and duties assigned to them by other Directors if:
    - i. the President and the Director to whom the task or duty will be assigned are both in agreement with the assignment; and
    - ii. There is no objection from the Executive Committee
- 4.7.2 The term of a Director shall serve for a period of two (2) years. Any Director may serve four (4) consecutive terms.

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## 5 MEETINGS

### 5.1 General

- 5.1.1 All Annual General, Special General and Board of Directors meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, 12th edition or later, to the extent that they are not inconsistent with the Societies Act or the bylaws of the Association.
- 5.1.2 Business may be transacted at Annual General, Special General and Board of Directors meetings provided there is Quorum.

### 5.2 Quorum

- 5.2.1 Quorum is the minimum attendance required at a meeting of the Association in order to vote on a motion.
  - (a) An official quorum for the Annual General Meeting and all Special Meetings shall be at least twenty (20) voting members in good standing, and in Immediate Attendance at said meeting.
  - (b) The official quorum for Board of Directors Meetings shall be at least 51% of the total number of Directors in good standing, and in Immediate Attendance at said meeting.
- 5.2.2 Should there fail to be Quorum at any duly called Board of Directors meeting within thirty (30) minutes from the scheduled start time, votes and motions at that meeting shall be ratified at the next scheduled meeting of the Board; otherwise such business shall be null and void.
- 5.2.3 Should there fail to be Quorum at any Annual General Meeting or Special General Meeting of the Association within sixty (60) minutes from the scheduled start time,
  - (a) The meeting shall be dissolved,
  - (b) The Board shall set a new meeting date at the earliest possible time pursuant to Article 5.7, and
  - (c) All business intended to be ratified at the originally scheduled meeting shall be addressed at the rescheduled meeting.

### 5.3 Attendance Allowed at Meetings

- 5.3.1 Annual General and Special General Meetings of the Association shall be open to everyone except:
  - (a) Members who are not in Good Standing,
  - (b) Anyone disallowed by Major Decision Vote of the Board, or
  - (c) At times when the Board moves into an in-camera session
- 5.3.2 All other meetings of the Association are by invitation only.

### 5.4 Meeting Chair

- 5.4.1 The President shall preside at Annual General, Special General and Board of Directors meetings, or in their absence, the First Vice-President or Second Vice President, or in their absence any such other Officer as may be agreed to by all members present.

### 5.5 Voting

- 5.5.1 Voting at any Annual General Meeting or Special General Meeting shall require:
  - (a) Immediate presence, and
  - (b) Shall be by show of votes unless a ballot is requested by any Director or other Voting Member in Good Standing.
    - i. When a ballot is required, it shall be taken in such a manner as the chairperson shall direct.

- ii. The vote for a Household that is entitled to vote will be issued to the first adult resident of the Household who requests it and whose rights and privileges have not been rescinded.
  - (c) There shall be no voting by proxy permitted
  - (d) During an election, if any position is not filled by acclamation, the outcome shall be determined by a plurality vote; i.e. the Regular Member who receives the most votes is elected to the applicable position on the Board.
- 5.5.2 Voting at any Board of Director Meeting shall require:
  - (a) Immediate presence
  - (b) A single vote per Director
- 5.5.3 All motions to be determined at Annual General and Board of Directors meetings shall be decided by Simple Majority Vote unless otherwise required pursuant to Article 5.6 or the Societies Act of Alberta.
  - (a) A declaration by the chairperson that a resolution has been carried or not carried with an entry to that effect in the minutes of the Association shall, in the absence of dispute at the time of the declaration, be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against the resolution.

## 5.6 Major Decisions

- 5.6.1 The following decisions of the Association require a Major Decision Vote (75% or  $\frac{3}{4}$ ):
  - (a) Special Resolutions
  - (b) Budgets, pursuant to Article 6.7
  - (c) Fees of the Association (Membership, Registration and or other User Fees)
  - (d) Borrowing, pursuant to Article 6.9
  - (e) Bylaw amendments, pursuant to Article 1.5
  - (f) Expenditures of \$50,000.00 or greater pursuant to Article 6.6.1 (c)
  - (g) Designation of signing authority, pursuant to Article 6.8
  - (h) Rescinding or reinstating of Membership rights and privileges pursuant to Article 2.6
  - (i) Removal of Directors pursuant to Article 3.9
  - (j) Distributing Assets and Dissolving the Association pursuant to Article 6.10
  - (k) Restricting meeting attendance pursuant to Article 5.3.1(b)

## 5.7 Notice of Meeting

- 5.7.1 Notice shall be given to all Households entered on the Register of Membership at least twenty-one (21) days prior to any Annual General Meeting or Special General Meeting.
  - (a) Notice for every Annual General Meeting and Special General Meeting shall be given in writing in a manner approved by the Secretary, which may include by any practically available media including, but not limited to: email, newsletters, social media, and website; and may be augmented by signage throughout the community.
- 5.7.2 Notice by e-mail, or other electronic means, shall be given to each Director at least seven (7) days, if possible, prior to any Board of Directors meeting except where the Board has set a recurring series of dates, times and locations.
  - (a) Notice is not required for a Board meeting immediately following an Annual General Meeting if held solely for organizational purposes.
- 5.7.3 A Notice shall state:
  - (a) Meeting date, time and location, and
  - (b) The agenda and sufficient detail of the meeting to enable attendees to form a reasonable understanding of the business to be transacted.
- 5.7.4 A statement by the President that Notice has been given pursuant to the bylaws shall be sufficient and conclusive evidence of such Notice.
- 5.7.5 An error or omission in the Notice shall not invalidate the meeting nor void any proceedings undertaken, provided a best effort was made to give Proper Notice.

5.7.6 When a meeting is adjourned to a specified date, time and location pursuant to Article 5.2.3, notice is not required for the subsequent meeting.

## **5.8 Agenda**

5.8.1 The agenda for Annual General, Special General and Board of Directors meetings of the Association shall be included in the Notices of those meetings.

5.8.2 All motions intended to be presented at an Annual General Meeting or Special General Meeting shall be included in the agenda.

5.8.3 Only matters listed in the agenda will be considered at an Annual General Meeting or Special General Meeting of the Association.

5.8.4 The agenda for a Board of Directors meeting may be amended prior to approval of the agenda at the start of the meeting.

## **5.9 Annual General Meeting**

5.9.1 The Annual General Meeting shall be held within five (5) months of each fiscal year end, at such time and place as may be determined by the Board of Directors.

5.9.2 The order of business shall be at the discretion of the chairperson, provided that, in general, the business and reports relating to the preceding fiscal year shall take place before the election of the Directors.

5.9.3 The agenda of the Annual General Meeting shall include, but not be limited to:

- (a) The approval of Minutes of the last Annual General Meeting and any Special Meeting held during the year,
- (b) President's report of the year's activities, including a review of the significant initiatives pursued by the Board,
- (c) Treasurer's report including presentation of the audited financial statements of the Association for the preceding fiscal year and the Board's performance relative to the budget for the preceding fiscal year,
- (d) Appointment of the auditor for the current fiscal year,
- (e) Reports from Directors,
- (f) Elections to fill any vacant positions on the Board for the upcoming year, and
- (g) Any other business of the Association provided that no vote shall be taken on any matter, unless Proper Notice has been given.

5.9.4 Motions presented at an Annual General Meeting require a Majority Vote (51%) in favour, unless otherwise indicated in Article 5.6, of quorum present, pursuant to Article 5.2, in order to pass.

## **5.10 Special General Meetings**

5.10.1 A Special General Meeting may be called to deal with one or more specific items.

5.10.2 A Special General Meeting shall be called by the Secretary if:

- (a) The President or a majority of the Board of Directors issues written instructions to do so, or
- (b) A written request from at least twenty-five (25) Voting Members in good standing is submitted to the Board; such request shall include the reason for the Special General Meeting and any motions intended to be considered at the meeting.

5.10.3 The Board shall convene a meeting within thirty (30) days of:

- (a) The Board decision to call a Special General Meeting as outlined in 5.10.2(a)
- (b) Receipt of a Special General Meeting request as outlined in 5.10.2(b)

5.10.4 Motions presented at a Special General Meeting require a Major Decision Vote (75% or  $\frac{3}{4}$ ) of a quorum, pursuant to Article 5.2, in favour in order to pass.

5.10.5 Notice of Special General Meetings shall be provided pursuant to Article 5.7.

## **5.11 Board of Directors Meetings**

- 5.11.1 Within one month of the Annual General Meeting, the newly elected Board of Directors shall hold its first meeting, at which it shall elect from the Directors, a President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- 5.11.2 The Board of Directors shall meet at least once a month, except during the months of July, August and December, where meetings shall be called if necessary, at such time and place as the President, or in their absence, the First Vice-President, shall designate.
- 5.11.3 The business which the Board of Directors shall be empowered to deal and transact shall be of a general nature; but shall have the duty to inform and advise members in such matters and recommend course of action.
- 5.11.4 At such meetings, each Director shall have one vote on each matter requiring a vote and, in the event of a tie, the Director acting as Chair of the meeting shall have the deciding vote.
- 5.11.5 The Board may, at any time, appoint or hire such advisors or staff as it deems necessary in the carrying out of its duties and functions. Any or all of the appointees or staff may, by Board invitation, attend Board Meetings but shall have no vote there at.

## **5.12 Meetings Held Electronically**

- 5.12.1 Except as otherwise provided in these bylaws, meetings of the NHCA may be conducted through use of Internet meeting services designated by the President that support:
  - (a) Both named and anonymous voting
  - (b) Supports visible displays identifying those participating,
  - (c) Identifying those seeking recognition to speak,
  - (d) Showing (or permitting the retrieval of) the text of pending motions, and
  - (e) Showing the results of votes.
- 5.12.2 These electronic meetings shall be subject to all rules adopted by the Board to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the rules of order but may not otherwise conflict with or alter any rule or decision of the NHCA.
- 5.12.3 An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

## **6 FINANCES**

### **6.1 Books and Records**

- 6.1.1 The books and records of the Association may be inspected by any member in good standing upon giving reasonable notice to the Officer in charge of the same.
- 6.1.2 The Books and Records of the Association:
- (a) May be inspected by Members of the Association at the Annual General Meeting
  - (b) May be inspected at any time at the registered office of the Association upon giving reasonable notice to the Director having charge of the books
  - (c) May be inspected by persons who are not Members of the Association if conferred by law or authorized by the Directors.
- 6.1.3 The Treasurer will provide oversight to and/or receive incoming and outgoing transactions and review all financial records to provide any required reports at all meetings of the financial status of the Association.

### **6.2 Corporate Seal**

- 6.2.1 The Board has adopted a seal of the Association.
- 6.2.2 The Secretary shall have control and custody of the seal unless the Board decides otherwise.
- 6.2.3 The use of the seal shall be determined by the Board.

### **6.3 Insurance**

- 6.3.1 Adequate insurance coverage on facilities and operations of the Association shall be maintained and reviewed by the Board of Directors or its designated agent on an annual basis

### **6.4 Fiscal Year End**

- 6.4.1 The Association's fiscal year shall end on December 31st, of each calendar year.

### **6.5 Audit**

- 6.5.1 The audit of the books, accounts and records of the Association shall be carried out at least once each Fiscal Year by a qualified accountant.
- (a) Any such auditor may not place any Director of the Board in a Conflict of Interest Position
  - (b) The Board shall determine any remuneration for such services.
- 6.5.2 The formal Audit report, together with the financial statements of the Association for the previous Fiscal Year, shall be submitted at each Annual General Meeting.

### **6.6 Limits of Spending**

- 6.6.1 The authorities for expenditure of the Association for allocated items are:
- (a) Less than or equal to \$2,000.00 – any two (2) signing Officers
  - (b) Expenditures greater than \$2,000.00 – approval of fifty-one percent (51%) of the Board of Directors
  - (c) Capital Expenditures towards a single project greater than \$50,000.00 shall require approval of fifty-one percent (51%) of the general membership in attendance at an Annual General or Special General Meeting.
- 6.6.2 The Board may proceed with an expenditure when the expenditure is required in an emergency situation to protect the facilities of the Association, provided the expenditure is then ratified pursuant to parts 6.6.1 (b) and 6.6.1 (c) as soon as is feasible.



## **6.7 Budget**

- 6.7.1 The budget addresses financial requirements associated with current and future plans for the community.
- 6.7.2 The budget approval process shall:
  - (a) Allow for adequate discussion and consultation prior to reaching final decisions
  - (b) Provide a guideline and timetable to assist in attaining goals
- 6.7.3 The budget shall be subject to a Major Decision Vote at a Board of Directors meeting.

## **6.8 Signing Officers**

- 6.8.1 The Signing Officers of the Association shall be the President, Secretary, Treasurer, First Vice-President and Second Vice-President. All cheques drawn on the Association's bank account shall be signed by any two signing officers, subject to:
  - (a) Any cheque or payment payable to a signing Director shall not be signed by that Director
  - (b) Any cheque or payment payable to a person with whom a Director may be in a conflict of interest position shall not be signed by that Director

## **6.9 Borrowing**

- 6.9.1 For the purposes of carrying out its objects, the Association may borrow or realize and secure the payment of money in such manner as it shall require.
- 6.9.2 The Association may grant and issue promissory notes, mortgages and debentures, provided this power shall be exercised only by Special Resolution.
- 6.9.3 The credit card spending limit shall be no greater than \$5000, unless changed by Special Resolution.

## **6.10 Dissolution of Association**

- 6.10.1 In the event of dissolution of the Association and after paying debts and liabilities, the remaining assets including proceeds from gaming will be disbursed to eligible charitable groups or purposes; or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable group or purpose approved by the Board.

## **6.11 Regulations**

- 6.11.1 The Board of Directors shall have full power to make such regulations, procedures, and policy not inconsistent with the Bylaws as it may from time to time consider necessary for the governance and well-being of the Association and the conduct of its members, and to publish, post and enforce the same.
- 6.11.2 Such regulations shall take effect upon posting or promulgation in a prominent position in the place of meetings of the Association as shall from time to time be selected, or publication in the Board Manual, or upon mailing or emailing the same by ordinary post to each member at their last known address (email or physical), as according to the records kept by the Association.