

**THE SOCIETIES ACT**  
**(Section 7)**  
**HAYSBORO COMMUNITY ASSOCIATION**  
**BY-LAWS**

WE, the undersigned, having made application bearing even date herewith for incorporation of the Haysboro Community Association as a society under the Societies Act, being Chapter 315 of the Revised Statutes of Alberta, 1955, hereby agree upon the by-laws hereinafter set forth for the government of the said society:

1. Boundaries:

The boundaries of the Haysboro Community (hereinafter called "the Community") for the purpose of the society shall be:

- (a) On the north, the centre line of Heritage Drive Southwest
  - (b) On the south, the centre line of Southland Drive from Macleod Trail to Haddon Road; and the centre line of the laneway lying north of Southland Crescent from Haddon Road to Elbow Drive; and the centre line of the laneway lying north of Springwood Drive from Elbow Drive to 14<sup>th</sup> Street Southwest
  - (c) On the east, the centre line of the Macleod Trail
  - (d) On the west, the centre line of 14<sup>th</sup> Street Southwest
- All in the City of Calgary in the Province of Alberta.

2. Membership, Classes of:

- (a) Membership in the society shall be classed as Community Business Membership, Single Membership, Family Membership, Senior Single Membership, Senior Couple Membership or Associate Membership.
- (b) Any business firm operating in the Community may purchase a Community Business Membership, which shall cover the officers and employees of such business.
- (c) Any resident of the Community who is eighteen years of age or over may purchase a Single Membership in the society.
- (d) Any parent or guardian residing in the Community may purchase a Family Membership which shall cover such parent, his or her spouse, and all their minor children residing in the Community, and in the case of a guardian shall cover such guardian, his or her spouse, and any wards of such guardian residing in the Community. A Family Membership may also be purchased by any adult member of a family resident in the Community where the parents of such family are deceased or not residents of the Community, and a membership so purchased shall cover such adult member of the family and his or her minor brothers and sisters.
- (e) Any person(s) residing in the Community who is 65 years old or older may purchase either a Senior Membership or a Senior Couple Membership whichever the case may be.
- (f) Associate Memberships may be purchased by a person residing outside the Community but only with the approval in each case of the Board of Directors of the society. Associate members may cover individuals or families in a manner analogous to Single Memberships, Family Memberships, Senior Single Memberships and Senior Couple Memberships. The Board of Directors may decline to renew Associate Memberships and may decline to permit any further Associate Memberships, as the Board deems advisable.

3. Membership Dues:

- (a) The Board of Directors shall determine before the 31<sup>st</sup> day of August in each year the annual dues to be paid for each class of membership. Purchase of a membership as provided in by-law 2 shall mean and refer to payment of dues so determined for the current year.
- (b) Membership in the society shall lapse on the 31<sup>st</sup> day of August in each year unless renewed on or before that date by payment of the annual dues so determined. A membership which has lapsed for non-payment of dues, may be renewed at any time after the lapsing thereof by payment of the full dues for the year in which such membership is renewed.
- (c) The Board of Directors of the society may permit new residents of the Community or persons making application for membership for the first time to pay reduced membership dues for the partial first year membership, but not less than pro-rated portion of such dues.

4. Rights and Obligations of Members:

- (a) Membership in the society shall entitle the member and those persons covered by a Family Membership to the use of such facilities as may from time to time be provided by the society in furtherance of its objects, subject to such rules and regulations as may be made governing the use of such facilities.
- (b) Membership in the society shall generally entitle the member to all benefits provided by the society and to be present and to vote at all general meetings of the society (subject to restrictions on voting as hereinafter provided by these by-laws).
- (c) The interest of a member in the society and the right of membership therein is not transferable in any way. No member shall be deemed to have a share in the society or in the assets thereof nor shall be entitled to any dividend or any distribution of any property of the society during the existence of the society.
- (d) No member of the society shall in his individual capacity be liable for a debt or liability of the society.

5. Withdrawal and Expulsion of Members:

- (a) Any membership in the society may be withdrawn by the member at any time by giving written notice of intention to do so to a member of the Board of Directors. The refunding of any monies or membership fees shall be at the discretion of the Board of Directors.
- (b) The Board of Directors of the society may withdraw or suspend the membership of any member of the society for just cause (in the Board's opinion) upon the affirmative vote of two-thirds of the members of the Board of Directors present at any meeting of the Board. A Member who has been recommended for suspension shall be given notice by the Secretary of the Association at least one (1) week prior to the Directors' Meeting at which time said Member shall have the opportunity to be heard or submit a statement in writing.
- (c) Any member whose membership is withdrawn or suspended as aforesaid may at any subsequent meeting of the Board appeal for re-instatement, and his membership shall be re-instated (upon payment of any dues owing by him) upon the affirmative vote of two-thirds of the Directors present at such meeting.

6. Meetings of Directors:

- (a) Meetings of the Board of Directors of the society shall be held on call of the President of the Society or upon the request in writing of any two Directors' of the society. At least twenty-four hours notice of any meeting of Directors shall be given, either verbally, by telephone or in writing, provided that any director, whether or not present at such meetings, may waive notice thereof and consent shall not invalidate the proceedings at such meeting, provided a quorum of directors is present thereat.
- (b) A quorum of directors for the purpose of holding a meeting of the Board of Directors shall be three directors personally present.

- (c) A meeting of the new Board of Directors elected at the annual general meeting of the members of the society may be held without notice immediately after the annual general meeting for the purpose of appointing officers of the society not elected at the annual general meeting as provided by these by-laws.

7. Annual General Meeting:

- (a) The Board of Directors shall cause an annual general meeting of the society to be held not later than the 31<sup>st</sup> day of July in each year.
- (b) The business of the annual meeting shall include:
  - i. The President's report of the years' activities.
  - ii. The Treasurers' report and Auditors' statement.
  - iii. Election of the President for the ensuing year.
  - iv. Appointment of auditors for the ensuing year.
  - v. The election of Directors for the ensuing year, provided that the President elected for the ensuing year shall ex officio be a director of the society for the ensuing year.
  - vi. Any other business of the society, except that no vote shall be taken upon any matter for which notice of any Special Resolution is required, unless such notice has been given.
- (c) The order of business of the annual general meeting shall be in the discretion of the chairman of the meeting, provided that, in general, business and reports relating of the preceding fiscal year of the society shall precede the election of the President, Directors and Appointment of Auditors.

8. Quorum at General Meetings:

Two or more members of the society personally present and entitled to vote thereat shall constitute a quorum of members for the annual meeting or any general or special meeting of the society.

9. Notice of General and Special Meetings:

At least eight days notice of the annual general meeting, any general meeting, or of a special meeting of the members of the society shall be given to each member in good standing at the last known address of each member. Notice of the annual general meeting and of any special meeting shall be given to all members of the society by mail, which may include delivery of such notice from door to door by a delivery service, voluntary or otherwise. Notice of other general meetings may be given in such manner as the Board of Directors shall decide, which may include publication in any weekly or daily newspaper circulating the Community. Failure of any member to receive or to be mailed or handed notice of any meeting shall not invalidate any proceedings at such meeting.

In computing the period of notice, the day of service thereof shall be excluded and the day of the meeting be included.

Only one notice need be given to the persons covered by each Family Membership.

10. Special Meetings:

Special meetings of the society may be called at any time by the President and shall be called by him/her on receipt of a request for such meeting signed by at least 25 members of the association and the notice of a special meeting shall set forth the reasons for calling such meetings.

11. Voting at Annual, General or Special Meetings:

- (a) A Single Membership or Senior Single Membership shall entitle the holder to one vote at any annual general, general or special meeting of the society at which the member is personally present.

- (b) A Family Membership or Senior Couple Membership shall entitle both members to vote, if living and resident in the Community. If one member is deceased or not resident in the Community, a Family Membership or Senior Couple Membership shall entitle the other member to one vote only. If a Family Membership is held by a family in which no parent is living or resident in the Community, the adult member of the family whom the membership was issued shall be entitled to one vote.
- (c) Associate Memberships shall carry no voting rights.
- (d) Voting by proxy shall not be allowed.
- (e) Except in the case where there are more nominees for any office (including the office of director) than the vacancies to be filled, all voting at all meetings of the society shall be by a show of hands, and the declarations by the Chairman of the meeting that an affirmative or negative vote has been obtained, or that a vote has been passed by a designated majority, shall be prima facie deemed correct.

Where there are more nominees for any office than the vacancies for such office, election shall be by secret ballot and the candidates receiving the highest number of votes on the first count shall be declared elected to the offices vacant.

On such ballot each voting member may place one vote for the nominees of such members' choice up to a maximum of the number of offices to be filled on such ballot. A second ballot may be taken to break any tie vote, but only with respect to the nominees for whom a tie vote is recorded.

12. Procedure of Meetings:

It shall not be necessary at any meeting to conform strictly to any rules of procedure with regard to motions, debate and points of order, so long as a procedure is followed which will have the result of determining and recording the wishes of the majority of the members of the society in a fair and reasonable manner. The chairman's ruling on all points of procedure, debate and order shall be final, unless any member appeals to the membership for a ruling before a vote is taken on the matter concerned, in which case the Chairman shall take a vote upon the matter raised in such appeal and the results of such a vote will be final.

13. Election of Directors:

- (a) The Board of Directors shall consist of not more than thirty-one (31) members of the society and shall be elected at the annual general meeting to hold office until the close of the following annual meeting and until their successors are duly elected.
- (b) The members present at the annual general meeting may vary the number of directors to be elected for the ensuing year but not to exceed the maximum of thirty-one (31) directors nor to be less than six (6) directors.
- (c) The Board of Directors shall be elected en bloc, subject to the provisions of by-law 12.
- (d) If a vacancy occurs in the Board of Directors, the Board shall have power to fill such vacancy until the next annual general meeting of the society, but such vacancy shall only be filled by the vote of two-thirds of the directors present at a duly constituted meeting of the Board; provided that if the Board should fall below the number required for a quorum of directors, the remaining directors shall have power, nevertheless, to fill vacancies in the Board as aforesaid.

14. Duties and Powers of the Board of Directors:

- (a) The Board of Directors shall be responsible to the members for the general operation of the society, and, without restricting the generality of the foregoing, the Directors:
  - (1) may make provisions for the collection of membership dues.
  - (2) may make such expenditures as are necessary to carry out the activities of the society, but this sub-clause (2) shall not be deemed as authorization to borrow money.

- (3) may delegate their duties and responsibilities to a committee or committees of the membership of the society at large or to such standing or ad hoc committees as the Board of Directors may from time to time establish.
- (4) may undertake any project or means they deem advisable to further the financial position of the society, but this sub-clause (4) shall not be deemed an authorization to borrow money.
- (5) may remove from office any director who, without just cause, is absent from more than two consecutive meetings of the Board or who fails to act in the best interests of the society; provided that action under this sub-clause (5) will only be taken on the vote of at least two-thirds of the directors present at a duly constituted meeting of the Board.
- (6) may perform such other functions and duties and exercise such powers as are expressly set out herein.

15. Election and Appointment of Officers:

- (a) The President of the society shall be elected at the annual general meeting of members of the society.
- (b) At their first meeting after each annual general meeting of the society, the newly-elected directors shall elect from among their number one or more vice-presidents and a secretary and treasurer of the society, and shall appoint such additional officers as the Board deems advisable; provided that the Board may appoint the Secretary and/or the Treasurer of the society from the members other than the Board of Directors if they so decide.
- (c) The Board of Directors may fill any vacant office, including the office of President, as required, but a President so appointed or elected shall only hold office until the next general or special meeting of the society at which time a new President (who may be such temporary President) shall be elected.
- (d) No person shall be elected as President of the society for more than three consecutive terms of one year each.

16. Duties of Officers:

- (a) The officers shall act generally under the control of the Board of Directors and shall be responsible for the co-ordination of the operations of the Board.
- (b) The President shall be Chairman at all meetings of the Board of Directors and of the society at which he is present and shall be responsible for the general supervision of the affairs of the society.
- (c) The First Vice-President elected pursuant to the Clause (b) of by-law 16 shall be responsible directly to the President and shall assist the President in the administration of the society generally and act in place of the President in the absence of the President.
- (d) Any other Vice-President elected by the Board of Directors shall be given such duties as the Board from time to time shall decide, including responsibility for the supervision or chairmanship of any standing or ad hoc committees appointed by the Board of Directors.
- (e) The Secretary shall keep minutes of the meetings of the Board of Directors and of all general and special meetings of the society and shall generally maintain all records of the society and give notice of all meetings. The Secretary shall be responsible for the custody of the Seal of the society, and for the preparation and filing of the annual report of all society under the Societies Act.
- (f) The Treasurer shall be responsible for all financial records of the society and for the accurate maintenance of the society's accounts, and for the preparation and filing of the annual report of the society under the Societies Act.
- (g) The Past President provides guidance and continuity to the Board of Directors and the experience of the Past President is of great value. His role is to be consultant advisor to other members of the Board and assist with the administration of the society generally.
- (h) Any officers, whether or not specifically referred to in the by-law may be given such additional duties or such duties as the Board of Directors shall decide.

17. Remuneration:

- (a) The members of the Board shall receive no remuneration for acting as such and no Director or officer who is also a Director shall directly or indirectly receive any monetary profit from his position as Director or officer. The activities of the Association are carried on without purpose of gain for its Members and profits or other accretions of the organization shall not be used in promoting their personal objectives.

18. Finances:

- (a) The society shall maintain one or more bank accounts and whenever possible all expenditures shall be done by cheque.
- (b) The Treasurer shall whenever required advise the Board of Directors of the financial position and bank balances of the society.
- (c) The Board of Directors shall from time to time pass such resolutions as may be necessary governing the opening and closing of bank accounts and providing for signing authorities for cheques, receipts, vouchers and similar documents.
- (d) The accounts of the society shall be audited annually by the auditor appointed at the preceding general meeting. Such audit shall be made in sufficient time so that the auditor's report and balance sheet of the society may be presented at the annual meeting.
- (e) The fiscal year of the society shall be the calendar year ending on the 31<sup>st</sup> day of March.
- (f) The auditor of the society shall be appointed at each annual general meeting of the society and shall hold office until the following annual general meeting or until a successor is duly appointed. It shall not be necessary to give notice of any intention to nominate an auditor to replace an auditor currently acting for the society, provided that no auditor shall be nominated who is not either a Chartered Accountant (CA), Certified General Accountant (CGA), Certified Management Accountant (CMA), or a Certified Public Accountant (CPA), except with the consent of the society at a meeting at which such nomination is proposed to be made.
- (g) The auditor of the society shall at all times have free access to the financial and other records of the society.

19. Seal:

The society shall have a seal the design of which shall be determined by the Board of Directors. The seal may be affixed to copies of resolutions, signing authorities and certified extracts from minutes, proceedings or records of the society by the Secretary or the President but shall not be affixed to any other document, instrument or contract except upon the specific authorization of the Board of Directors of the society. The Secretary will have control and custody of the Seal, unless the Board decides otherwise.

20. Borrowing Powers:

- (a) The Board of Directors may borrow or raise or secure the payment of money in such manner as the Board of Directors sees fit for the purposes of carrying out the objects and purposes of the society; provided that the Board of Directors shall not
  - (1) Borrow an amount in excess of three thousand dollars (\$3,000.00).
  - (2) Incur any total indebtedness in excess of three thousand dollars (\$3,000.00) without the authority of the society given at a general or special meeting of the society.
- (b) In no event shall the Board of Directors or the society be authorized to issue debentures except with the sanction of a Special Resolution of the society.

21. Amendment of By-Laws:

- (a) The by-laws of the society shall not be rescinded, altered or added to except by Special Resolution of the society, and any such recession, alteration or addition shall in any event have no effect nor be acted upon until it has been duly registered as required by The Societies Act.
- (b) A Special Resolution for this purpose or wherever such term may be used in these by-laws is defined in Section 1(d) of the *Societies Act* as:
  - i. resolution passed
    - (1) At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - (2) By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
  - ii. A resolution proposed and passed as a Special Resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting 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 or, where proxies are permitted, by proxy.

22. Records:

- (a) Minutes shall be kept of all meetings and proceedings of the Board of Directors and of the society, and such minutes shall be left in the custody of the Secretary of the society.
- (b) Individual members of the society shall not be entitled to inspect or to have extracts from the minutes of the proceedings of the Board of Directors but individual members of the society shall at reasonable times, not exceeding in total two hours in any week (which hours may be set by the Secretary) have access to the minutes of the meetings of the society and may make at their own expense copies or extracts there from without receiving custody of the minute books.
- (c) All minutes shall be deemed correct if accepted by the Board at a subsequent meeting.

23. Dissolution

- (a) The Association may not pay any dividends or distribute its property among its Members
- (b) The Association shall be dissolved voluntarily if a Special Resolution to that effect is passed by the Association.
- (c) At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or removable assets purchased with gaming proceeds will be returned or distributed to another charitable organization with the approval of the Alberta Gaming and Liquor Commission Board.
- (d) In the event of the dissolution of the Association and after payment of liabilities, all assets not considered to be the property of the City of Calgary, shall be distributed to one or more recognized charities and or not for profit organizations in Calgary, the objects of which are beneficial to the community, as determined by the Board of Directors.

DATED at the City of Calgary in the Province of Alberta this 29<sup>th</sup> Day of June, 2011 ..

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 Marion L. Nichols  
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 Mr. Mitchell.