
BYLAWS OF THE

SHAGANAPPI COMMUNITY ASSOCIATION

Article 1
SOCIETY NAME

- 1.1 The name of the Society shall be the Shaganappi Community Association (the **Society**).

Article 2
DEFINITIONS AND INTERPRETATION

- 2.1 In these By-laws of the Society, unless the context otherwise requires:
- (a) **“Act”** means the *Societies Act*, R.S.A. 2000, c. S-14, including the regulations made under the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - (b) **“Annual General Meeting”** is an Annual General Meeting of Members to complete specific business as specified in these By-laws;
 - (c) **“Associate Member”** means any person residing outside of the Boundaries of the Society who has registered and purchased an annual membership with the Society;
 - (d) **“Board”** means the board of directors of the Society and **“Director”** means a member of the Board;
 - (e) **“Boundaries of the Society”** shall mean, within the SW Quadrant of the City of Calgary between Shaganappi Point Golf Course boundary: Escarpment on the south side of 10 Avenue SW (the **“North Boundary”**); Crowchild Trail SW (the **“East Boundary”**); 17 Avenue SW (the **“South Boundary”**); and Shaganappi Point Golf Course boundary, 8 Avenue SW and 33 Street SW (the **“West Boundary”**);
 - (f) **“Business Member”** means any business, whether it is a sole proprietorship, society, or other legal entity that operates either within or outside of the Boundaries of the Society but has a connection with the Members of the Society who has registered and purchased an annual membership with the Society;
 - (g) **“By-law”** means this by-law and any other by-law or by-laws of the Society, as amended and which are, from time to time, in force and effect;
 - (h) **“Community Member”** means a person who has registered and purchased an annual membership with the Society and lives within the Boundaries of the Society
 - (i) **“Director”** means any person occupying the position of director by whatever name called and, for clarity, includes any Officer of the Society;
 - (j) **“Electronic Means”** means in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms
 - (k) **“Meeting of Members”** includes any meeting of Community Members;

- (l) **“Notice”** means the provision of notice and references for any Meeting of Members and can be issued by written communication including, but not limited to, facsimile transmissions (fax), electronic mail (e-mail), internet postings (web pages) and any other method of communication that can be kept as part of the Society records.
- (m) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (n) **“Special Resolution”** means a resolution identified in either these bylaws or the Act, that is presented at a Meeting of Members with not less than 21 days notice and, must be approved by a majority of not less than 75% of those Community Members in attendance at the Meeting of Members.

Article 3 INTERPRETATION

- 3.1 In the interpretation of this By-law, words in the singular include the plural and vice- versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 3.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.
- 3.3 The headings used in this By-law are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Article 4 CORPORATE SEAL

- 4.1 The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal.

Article 5 MEMBERSHIP

- 5.1 Anyone qualifying as a Community Member, Associate Member, or Business Member may purchase a membership of the Society by registering with the Society and paying the membership fee as determined by the Board from time to time. Different membership fees and benefits of membership may exist as between Community Members, Associate Members, or Business Members as determined by the Board. While a Community Members, Associate Member, or Business Member may terminate their membership at any time, no membership fee shall be refunded upon such termination. All persons in a family of a Member living with the Member shall also be deemed to be Members of the Society for all purposes except for the purposes of voting at meetings of the Society. Only one person from a family of a Community Member shall be entitled to vote at meetings of the Society.
- 5.2 All persons residing in the registered household of a Community Member or Associate Member who purchases a “Family Membership” shall be deemed a Community Member or Associate Member as the case may be.
- 5.3 Only Community Members shall have the right to vote at Meetings of Members or hold office in the Society however, in the event that a Community Member who holds office in the Society ceases to

reside within the Boundaries of the Community during their term, the individual may continue to hold office in the Society for the remainder of their term or until an Annual General Meeting, whichever occurs first. A Community Member has only one (1) vote per household regardless of how many individuals may reside in the registered household.

- 5.4 Community Members and Associate Members shall have the ability to access the facilities and resources of the Society subject to the any applicable fees and guidelines as determined by the Board.
- 5.5 Community Members, Associate Members, and Business Members must behave in accordance with the by-laws and objectives of the Society. A Community Member, Associate Member, or Business Members can have their membership suspended, revoked, or terminated by Ordinary Resolution for any cause the Society may deem reasonable and appropriate.

Article 6 MEETING OF MEMBERS

- 6.1 **Annual General Meeting:** The Annual General Meeting shall be held on a day and at a place within the Boundaries of the Society fixed by the Board, and at the sole discretion of the Board, and shall occur in person, via Electronic Means, or via a combination of both. Any Community Member shall receive Notice of the Annual General Meeting not less than 21 days prior to the Annual General Meeting. Any Community Member, upon request, shall be provided, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws.
- 6.2 The business transacted at the Annual General Meeting shall include:
- (a) Receipt of the agenda;
 - (b) Receipt of the minutes of the previous annual and subsequent special meetings;
 - (c) Consideration of the financial statements;
 - (d) Report of the auditor or person who has been appointed to conduct a review engagement, or such designate as may be appointed from time to time;
 - (e) Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - (f) Election of the slate of Directors; and
 - (g) Such other or special business as may be set out in the notice of meeting.
 - (h) No other item of business shall be included on the agenda for an Annual General Meeting unless a Member's proposal has been given to the Secretary at least 90 days prior to the giving of Notice of the Annual General Meeting, and the requested business is approved by the Board.
- 6.3 **Special Meetings:** The Board may call a Special Meeting of the Community Members. The Board shall convene a Special Meeting on written requisition of not less than five (5) Community Members for any purpose connected with the affairs of the Society that do not fall within the exceptions listed in the Act or, is otherwise inconsistent with the Act, within 21 days from the date the requisition is provided to the Secretary of the Society.

- 6.4 **Notice:** Subject to the Act, not less than 21 and not more than 60 days written notice of any Annual or Special Meeting shall be given in the manner specified in the Act to each Community Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Community Members to form a reasoned judgment on the decision to be taken.
- 6.5 **Quorum:** A quorum for the transaction of business at a Meeting of Members is a minimum of seven (7) Community Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 6.6 **Chair of the Meeting:** The President shall be the chair of the Meeting of Members; in the President's absence, the Vice-President shall become the chair of the Meeting of Members. If the Vice-President is absent, then the Community Members at any Meeting of Members shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
- 6.7 **Voting of Members:** Business arising at any Meeting of Members shall be decided based on whether it is an Ordinary Resolution or a Special Resolution; votes shall be taken by a show of hands among all Community Members present. If there is a tie vote, the chair of the meeting shall have a second casting vote.
- 6.8 **Absentee Voting:** No Community Member may vote in absence of a Meeting of Members or by proxy.
- 6.9 **Adjournments:** The Chair may, with the majority consent of the Community Members at any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Community Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 6.10 **Persons Entitled to be Present:** The only persons entitled to attend a Meeting of Members are the Community Members, the Directors, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Community Members present at the meeting.

Article 7 BOARD OF DIRECTORS

- 7.1 **Nominations:** Directors will normally be elected by the Community Members at the Annual General Meeting and will take office commencing at the close of such meeting. Nominations for election as a Director must be made in accordance with the applicable provisions of these Bylaws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these Bylaws. All nominations are subject to the following rules:
- (a) A nomination must be made in writing, in a form established by the Society.
 - (b) A nominee must be qualified in accordance with these By-laws in order to stand for election; and

- (c) Nominations must be submitted at least 10 days in advance of an election, in accordance with such deadlines as may be established by policy.
- 7.2 Based on nominations, the Board will review and put forward a slate of recommended candidates for consideration by the membership. The Board will provide a written rationale describing the basis for the recommended slate of nominees. The Board will include all nominations that are received for consideration by the membership.
- 7.3 Nominations will not be permitted from the floor at a Meeting of Members.
- 7.4 **Duties:** The affairs of the Society shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not, by the Act, Articles, By-laws or unanimous Members' agreement, expressly directed or required to be done in some other manner.
- 7.5 **Qualifications:** A Director shall be:
- (a) a Community Member;
 - (b) eighteen (18) years of age or older;
 - (c) not declared incapable by a court in Canada or in another country;
 - (d) a person who is an individual; and
 - (e) a person who is not bankrupt.
- 7.6 **Officers of the Society:** The Officers of the Society shall be individual Directors appointed by the Board and shall consist of the President, Vice President, Secretary, and Treasurer. With the exception of the role of President, a single Director may hold a maximum of two Officer of the Society roles. The Officers of the Society shall consist of:
- (a) The President shall, when present, preside at all meetings of the Society and of the Board. If the President is absent, the Vice President shall preside at any such meetings and, in the absence of both, a chairperson may be elected at the meeting to preside over the meeting. The President shall be and ex-officio member of all Committees.
 - (b) The Vice President shall be responsible for any and all responsibilities of the President as the President may assign and, such other responsibilities as the Vice President may accept.
 - (c) The Secretary shall attend all meetings of the Society and of the Board and shall keep accurate minutes of same. The Secretary shall have charge of the Seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Secretary, the Secretary's duties shall be discharged by such Member as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board. The Secretary shall keep a record of all the Members of the Society and their contact details, coordinate all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, such moneys to be promptly turned over to the Treasurer for deposit in a chartered bank (**Bank**) as hereinafter required.
 - (d) The Treasurer shall receive all moneys paid to the Society and shall be responsible for the deposit of same in whatever Bank the Board may order. The Treasurer shall properly

account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission at the Annual General Meeting audited financial statements duly vetted by the Board of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Treasurer shall coordinate, submit and retain all reports on the Society activities as required by government or funding organizations. The offices of the Secretary and Treasurer may be filled by one person if declared at the time of the election or appointment of the person.

- 7.7 **Remuneration of Directors:** The Directors shall serve without remuneration and Directors shall not directly or indirectly receive any profit from their positions as such; provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 7.8 **Composition of the Board:** The Board shall be made up of no less than four (4) Directors and no more than eight (8) Directors.
- 7.9 **Term:** The term of office of Directors will be one (1) year.
- 7.10 **Vacation of Office and Filling of Vacancies:** The office of a Director shall automatically be vacated if:
- (a) the Director becomes bankrupt or is declared insolvent;
 - (b) the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (c) the Director by notice in writing to the Secretary of the Society, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Society or at the time specified in the notice, whichever is later;
 - (d) the Director dies;
 - (e) the Director is removed from office prior to the expiration of their term by an Ordinary Resolution of the Members passed at a special meeting; or
 - (f) on the expiry of their term.
- 7.11 So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so. If there is no quorum of Directors, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy. In default, the meeting may be called by any Member.

Article 8 MEETINGS OF BOARD OF DIRECTORS

- 8.1 Meetings of the Board may be called by the President or any two (2) Directors at any time. Meetings may be held in person, via Electronic Means, or both.
- 8.2 Except as may be amended by unanimous agreement of the Board, the Board shall meet at least eight (8) times per year either in person, via Electronic Means, or both. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose

or the business to be transacted at the meeting; provided that a notice of meeting of Directors shall specify any of the following matters that is to be dealt with at the meeting:

- (a) Submission to the Community Members of any question or matter requiring the approval of Community Members;
 - (b) Filling an interim vacancy among the Directors or in the office of public accountant or appointing additional Directors until the next Annual General Meeting or Meeting of Members;
 - (c) Approving any financial statements;
 - (d) Accepting any audited financial statements for presentation and approval at an Annual General Meeting or Meeting of Members;
 - (e) Adopting, amending or repealing any By-laws for approval at an Annual General Meeting or Meeting of Members; or
 - (f) Establishing contributions to be made, or dues to be paid, if any, by Community Members.
- 8.3 A Director may waive notice of any meeting of the Board, and attendance of a Director at such meeting is a waiver of notice of the meeting, except if a Director attends a meeting of the Board for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 8.4 The quorum for any meeting of Directors shall be a majority of the Directors.
- 8.5 Each Director is authorized to exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 8.6 A resolution in writing, signed by a majority of the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.
- 8.7 No person shall act for an absent Director at a meeting of Directors.

**Article 9
COMMITTEES OF THE BOARD OF DIRECTORS**

- 9.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board.

**Article 10
BORROWING POWERS**

- 10.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power

shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Article 11
ADMINISTRATIVE POWERS

- 11.1 The Board may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its Articles, the Act or otherwise authorized to exercise and do. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- 11.2 Without limiting the generality of the above, the Board may from time to time enact rules, regulations or guidelines relating to the rights, obligations, and administrative requirements of the Board and the management and operation of the Society not specifically dealt with in the Articles including, but not limited to:
- (a) the power to authorize expenditures on behalf of the Society from time to time and may delegate, by resolution to an officer or officers of the Society, the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Society. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the Board may prescribe; and
 - (b) the power to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment including the power to fix the remuneration of all agents and employees;
 - (c) provided always that such rules, regulations or guidelines shall not conflict with or be inconsistent with the Act, the Articles or the By-laws.

Article 12
AUDITING

- 12.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.
- 12.2 The fiscal year end of the Society shall be March 31st.
- 12.3 The books and records of the Society may be inspected by any Community Member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time

satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**Article 13
BY-LAWS**

- 13.1 The By-laws of the Society may be rescinded, altered or added to by Special Resolution.

**Article 14
RESPONSIBILITY FOR LOSS**

- 14.1 Upon becoming a Community Member, Associate Member, or Business Member of the Society, each Member will be conclusively deemed to have agreed that neither the Society nor any Director, Officer, employee, agent or manager of the Society will be responsible in any way whatsoever for any loss of any property of any Member or any of their guests nor for any damage or loss whatsoever sustained by any Community Member, Associate Member, or Business Member or their guests in or about the facilities of the Society arising directly or indirectly from the use or occupation of the facilities of the Society.

**Article 15
INDEMNITY**

- 15.1 Except in respect of an action by or on behalf of the Society to obtain a judgment in its favour, the Society will indemnify and save harmless any Officer or Director or former Officer or Director of the Society, their heirs, executors, administrators, successors and assigns against all liabilities, costs, damages, charges and expenses incurred while acting in good faith on behalf of the Society, unless the same were sustained or incurred as a result of their own fraud, dishonesty, willful neglect, or willful default.

**Article 16
DISSOLUTION**

- 16.1 Upon dissolution of the Society, accumulated funds held by the Society will be either returned to the organization governing their use or if unrestricted, given to an organization designated by the Board.

REVISION HISTORY

- By-laws registered November 11, 1955 Updated June 27, 1961 - Name Change
- Updated June 19, 1975 - Fiscal Year End Change Updated October 12, 2004 – Dissolution statement added Updated June 12, 2012 – By-laws updated
 - Updated June 11, 2013 – Section 27 restated as audit versus review
- Updated June 5, 2018 - Increase the number of Directors from three (3) to four (4)
 - Updated December __, 2022 – Comprehensive Update

Corporate Access Number: 50002428

Incorporated under The Societies Act of Alberta on November 14, 1955