



**BYLAWS OF SPRINGBANK HILL HOMEOWNERS ASSOCIATION**

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# BYLAWS OF SPRINGBANK HILL HOMEOWNERS ASSOCIATION

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## ARTICLE 1 INTERPRETATION

### 1.1 Definitions

In these Bylaws:

- (a) “**Act**” means the *Societies Act*, R.S.A. 2000, c S-14, or any statute which may be substituted therefore, and including the regulations made thereunder from time to time, in each case as amended from time to time;
- (b) “**Annual General Meeting**” means a general meeting of the Members of the Association held annually prior to the Association’s registration anniversary date of December 4;
- (c) “**Association**” means Springbank Hill Homeowners Association, an Alberta Society registered under the Act;
- (d) “**Association Area**” means a portion of the community of Springbank Hill in the southwest quadrant of the City of Calgary including the 543 homes/condominium units located within the following streets:
  - 1. Spring Crescent SW
  - 2. Spring Mews SW
  - 3. Spring View SW
  - 4. Springbank Boulevard SW
  - 5. Springbank Court SW
  - 6. Springbank Crescent SW
  - 7. Springbank Drive SW (only house numbers 3677 to 3803)
  - 8. Springbank Place SW
  - 9. Springbank Rise SW
  - 10. Springbank View SW
  - 11. the western side of Springbank Way SW (only house numbers 7695 to 7870),as shown on the map attached as Schedule “A” plus all other residential lands to be designated from time to time by the Association as forming part of the Association Area;
- (e) “**Association Costs**” means the annual costs of operating the Association and fulfilling the objects of the Association, and of managing, maintaining, repairing and operating the Common Facilities (including without limitation reasonable reserves for future maintenance, repair and replacement costs) as determined by the Board of Directors of the Association from time to time, as more particularly described in Article 10;
- (f) “**Board**” means the board of Directors of the Association;
- (g) “**Business Day**” means any day that is not a Saturday, Sunday or a holiday as defined in the *Interpretation Act*, R.S.A. 2000, c I-8;
- (h) “**Bylaws**” means these bylaws of the Association, as amended, restated, supplemented or replaced from time to time;

- (i) **“Common Facilities”** means the certain common facilities including pathways and other facilities, improvements and amenities that may be constructed from time to time in the Association Area for the use, benefit and enjoyment of Members situated and owned, leased, managed, maintained, or operated from time to time by the Association;
- (j) **“Director”** means any person occupying the position of director as described in the Act elected or appointed in accordance with these Bylaws;
- (k) **“Encumbrance”** means an instrument in form approved by the Board, as amended from time to time by approval of the Board, which is registrable on the certificate of title to a Residential Property and which secures payment of a yearly fee (referred to in the Encumbrance as a Rent Charge) to be paid to the Association by the registered owner, for the purpose of forming an enforceable encumbrance in accordance with the provisions of the *Land Titles Act*, R.S.A. 2000, c L-4, and the *Law of Property Act*, R.S.A. 2000, c L-7;
- (l) **“Executive”** means the Officers of the Association collectively;
- (m) **“Fees”** means the annual encumbrance fee, as set from time to time pursuant to the terms and conditions of the Encumbrance, as determined from time to time by the Association, payable by Members and secured by the Encumbrance, and any additional fees or charges levied by the Association on the Members from time to time;
- (n) **“Meeting of Members”** means an ordinary, annual, or special meeting of Members;
- (o) **“Member”** means, subject to the qualifications set forth in Article 3, any person who is the registered owner of a Residential Property and/or who otherwise qualifies to be a Member pursuant to these Bylaws and, in the case of an individual is at least 18 years of age;
- (p) **“Member in Good Standing”** means a Member entitled to vote at a Meeting of Members who is not in default of any obligations to the Association including payment of all Fees;
- (q) **“Officer”** means any person appointed as an officer of the Association pursuant to section 7.1;
- (r) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast by the persons who voted in respect of that resolution at a duly convened Meeting of Members or Directors;
- (s) **“Register of Members”** has the meaning set forth in section 3.3;
- (t) **“Residential Property”** means any real property lot or condominium unit zoned for use as a single family or multi-family residence located within the Association Area;
- (u) **“Rules and Regulations”** means the rules, regulations and policies for the orderly and equitable functioning of the Association and the Common Facilities and the furtherance of the objects of the Association, as enacted by the Board and its delegates from time to time and at any time in accordance with these Bylaws;

- (v) **“Special Resolution”** has the meaning ascribed thereto in the Act and, for the purposes of these Bylaws, “Special Resolution” shall mean a resolution passed at a meeting of the Members duly called and constituted in accordance with these Bylaws by the vote of not less than seventy five percent (75%) of the votes cast in person or by proxy on the particular resolution.

## 1.2 General Interpretation

In these Bylaws:

- (a) the headings given are for convenience of reference only and shall not in any way affect the interpretation of these Bylaws;
- (b) words importing the singular number also include the plural and vice-versa; words importing a particular gender include all genders;
- (c) “person” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the capacity of trustee, executor, administrator, or other legal representative;
- (d) "day" refers to ordinary calendar days unless otherwise indicated;
- (e) all capitalized terms used herein and which are defined in the Act shall, unless expressly defined herein, have the same meanings herein as are given to such terms in the Act;
- (f) references to specific sections and articles herein, unless otherwise indicated, refer to specific sections and articles in these Bylaws;
- (g) these Bylaws shall be interpreted in a reasonable and broad manner, consistent with the Act;
- (h) in the event of any conflict between these Bylaws and the Act or the Rules and Regulations, the Act shall prevail, followed by these Bylaws, followed by the Rules and Regulations;
- (i) if any provision or portions of these Bylaws or the Rules and Regulations are deemed illegal or unenforceable, such provision shall be deemed to be separate and severable from the Bylaws or the Rules and Regulations, as applicable, without affecting any other provision of the Bylaws or the Rules and Regulations, as the case may be;
- (j) any resolutions to be passed or votes to be taken shall be deemed to refer to the passing of a resolution or taking of a vote pursuant to an Ordinary Resolution, unless specifically stated to be passed or taken pursuant to a Special Resolution.

## 1.3 Execution in Counterpart

Signature on any notice, resolution, requisition, statement or other document required or permitted to be executed for the purposes of the Act may be obtained by means of facsimile or other electronic means or by execution of several documents of like form, each of which is executed by one or more persons, and such documents, when duly executed by all persons

required or permitted, as the case may be, to do so, shall be deemed to constitute one document for the purposes of the Act.

## **ARTICLE 2 GENERAL BUSINESS**

### **2.1 Registered Office**

The registered office of the Association shall be in the City of Calgary, Alberta.

### **2.2 Seal**

The Association shall have a corporate seal which shall be in such form and device as may be adopted by the Board. The seal of the Association shall be under the control of the Board. The responsibility for its custody and use from time to time shall be determined by the Board. In the absence of any specific determination by the Board, the seal shall be held by an Officer and two Officers will provide signatures when the seal is being affixed.

### **2.3 Minute Book**

The minute book shall contain the following information:

- (a) a copy of the Certificate of Incorporation of the Association;
- (b) a copy of the Objects of the Association;
- (c) a copy of the Bylaws of the Association and any Special Resolution altering the Bylaws;
- (d) a directory of the Policies and Procedures;
- (e) a directory of any leases, licences, or other formal legal agreements;
- (f) a copy of originals of all documents, registers and resolutions required to be maintained or filed by the Act, other statute or law;
- (g) a copy of the audited financial statements for the preceding fiscal year;
- (h) a copy of each other document directed by the Board to be inserted into the Minute Book.

The minute book may be in digital or physical form and shall be maintained and held by an Officer.

### **2.4 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall, unless the Directors otherwise approve, be signed on behalf of the Association by any two (2) Director(s) or Officer(s) of the Association.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

## **2.5 Fiscal Year**

The financial year of the Association shall be the calendar year or as the Board may determine from time to time.

# **ARTICLE 3 MEMBERSHIP**

## **3.1 Qualifications**

The Association shall be made up of the Members, provided that:

- (a) there shall be only one (1) Member per Residential Property. There shall be only one (1) vote allowed for each Residential Property;
- (b) where a Residential Property is owned by a corporation, partnership, limited partnership, society or any other entity which is not a natural person, the registered owner shall designate a natural person as the Member;
- (c) where a Residential Property is occupied by a tenant, the tenant may, during their occupancy of the Residential Property, be designated as the Member in writing by the registered owner;
- (d) in the event of difficulty or dispute in determining any Member for any Residential Property, the Directors in their absolute discretion may, in a manner consistent with these Bylaws, designate the Member with the intention that there be a Member for each Residential Property and that the Member be a natural person resident in the Association Area; and
- (e) membership in the Association shall not be separately transferable and shall be determined by ownership of a Residential Property and in accordance with the principles herein set forth. On a person ceasing to be an owner or tenant of a Residential Property, such person shall automatically cease to be a Member.

## **3.2 Obligations of Members**

Each Member shall observe the Bylaws and the Rules and Regulations, as enacted and amended from time to time and at any time by the Board. Without limiting the foregoing, each Member shall, within fifteen (15) days of the applicable event:

- (a) notify the Association of any sale or disposition of that Residential Property which is the basis of the Member's membership in the Association;
- (b) provide to the Association an e-mail address to which notices and other communications from the Association can be sent and to advise the Association of any change to such e-mail address;
- (c) notify the Association of any change to that Member's information, including without limitation any change to an address for service, as set forth in the Register of Members;
- (d) provide the Association written authorization, in a form and manner acceptable to the Board, to designate a representative to communicate with the Association on



behalf of the Member in the event that a Member wishes to designate a representative;

- (e) pay any Fees set or levied by the Board from time to time.

### **3.3 Register of Members**

The Association shall maintain a register of Members (the “Register of Members”), in such form as the Board may approve from time to time, but at all times including:

- (a) the full name and postal address of each Member. The postal address of each Member shall be deemed to be the municipal address of the Residential Property owned by such Member unless an alternate address is provided by the Member to the Association in writing;
- (b) the e-mail address of each Member;
- (c) the date on which the person is admitted as a Member;
- (d) the date on which a person ceases to be a Member; and
- (e) the full name, residential address, e-mail address of any new Members when a member sells a Residential Property including the date on which the new Member(s) is admitted.

### **3.4 Production of Register**

The Association shall keep the Register of Members at its registered office or such other location as may be determined by the Board, and, subject to the provisions of section 3.5 shall permit a Member to inspect the register, or provide a copy of the register to the Member in accordance with the relevant provisions of the Act.

### **3.5 Personal Information only for Association Purposes**

Notwithstanding sections 3.4 or 9.6, and in accordance with section 36.1 of the Act, the Association shall only disclose or produce “personal information” (as that term is defined in the *Personal Information Protection Act*, SA 2003, c P-6.5, or any successor legislation) of Members to a Member if the recipient Member provides a written undertaking to the Association in a form acceptable to the Board confirming that the information will only be used by the recipient Member for matters relating to the affairs of the Association.

### **3.6 Removal of Members**

A Member shall automatically cease to be a Member if the Member ceases to be the registered owner of Residential Property. No Member shall be expelled from the Association nor shall any Member have the ability to withdraw from the Association so long as the Member continues to be a registered owner of Residential Property.

## **ARTICLE 4 DIRECTORS**

### **4.1 Duties of Directors**

The Directors manage the affairs of the Association and shall be elected by the Members or appointed in accordance with section 4.7. Each Director shall act honestly and in good faith and with a view to the best interests of the Association when exercising any rights or duties under the Bylaws or in connection with the Association.

### **4.2 Qualifications of Directors**

A person is qualified to be a Director if the person:

- (a) is of sound mind;
- (b) has not been convicted of an indictable offence;
- (c) is a Member in Good Standing or is the spouse or partner of a Member in Good Standing; and
- (d) in the event of difficulty or dispute in determining whether a person is entitled to serve as a Director, the Board in its absolute discretion may, in a manner consistent with these Bylaws, determine whether a person is qualified to serve as a Director.

### **4.3 Removal**

The office of a Director shall be vacated if the Director:

- (a) ceases to be qualified for election as a Director in accordance with section 4.2;
- (b) is absent without permission of the Board from two (2) consecutive meetings of the Board, or three (3) within a 12 month period, and it is resolved at the subsequent meeting of the Board that the Director's office be vacated;
- (c) dies;
- (d) resigns in writing; or
- (e) is removed by Ordinary Resolution of the Members or of the Board. In the event the Director is proposed to be removed by Ordinary Resolution of the Board, the Director shall be given notice in writing stating the reasons for their removal, and the Director shall be afforded an opportunity to respond to the notice prior to any vote being taken to cause the Director's removal.

### **4.4 Number of Directors**

The number of Directors shall be not less than three (3) and not more than seven (7), and shall be determined by Ordinary Resolution of the Members at an Annual General Meeting.

#### **4.5 Quorum**

A majority of the number of Directors as determined from time to time in accordance with these Bylaws and the Act shall constitute a quorum for the transaction of business. Notwithstanding vacancies, a quorum of Directors may exercise all the powers of the Board.

#### **4.6 Election and Term**

Directors shall be elected by the Members at each Annual General Meeting and in the event such election is not by acclamation then such election shall be by vote in accordance with Article 9. Directors shall hold office for one (1) year and shall retain office until the adjournment or termination of the meeting at which his or her successor is elected. Retiring Directors if qualified are eligible for re-election.

#### **4.7 Vacancies**

Subject to the Act, a quorum of Directors may fill a vacancy among the Directors by appointment, subject to a majority vote.

### **ARTICLE 5 BOARD OF DIRECTORS**

#### **5.1 Duties of Board**

The duties of the Board shall include the following:

- (a) facilitate and promote the objects of the Association;
- (b) engage, hire and discharge any agents, contractors or employees with respect to the operations of the Association;
- (c) prepare and approve an annual budget consistent with the good management of the Association;
- (d) pay all expenses of, and incidental to, the operation and management of the Association;
- (e) remunerate or indemnify any person for services rendered or liabilities incurred in connection with the affairs of the Association;
- (f) properly keep and file all necessary books and records (including all accounting and financial records) of the Association required by the Bylaws, the Act and by any applicable statute or law; and
- (g) place and maintain liability insurance as determined by the Board in such amounts and on such terms as the Board may from time to time determine.

#### **5.2 Powers of Board**

The Board shall manage or supervise the management of the business and affairs of the Association in accordance with the Act and these Bylaws. The Board is empowered to:

- (a) oversee and manage the business and affairs of the Association;

- (b) invest and deal with the monies of the Association not immediately required by the Association in such a manner as the Board may, from time to time, determine;
- (c) appoint auditors and legal counsel, from time to time, to act on behalf of the Association and to fix the remuneration of such auditors or legal counsel;
- (d) appoint and remove Officers of the Association;
- (e) provide and arrange for the care and maintenance of the Common Facilities;
- (f) make, amend or annul Rules and Regulations, including, without limitation, rules and regulations with respect to the operation of the Association and the use of the Common Facilities by the Members;
- (g) exercise, pursuant to an Ordinary Resolution of the Members, and in accordance with the Act and the Bylaws of the Association, all such powers and do all such acts authorized by the Members in connection with the Association;
- (h) delegate its powers and duties to any person engaged as a manager of the Association, without in any way abrogating or limiting the general responsibility of the Board.

### **5.3 Action by the Board**

The Board shall exercise its powers arising under these Bylaws provided a resolution has been passed at a meeting of Directors at which a quorum is present, or passed by votes returned by e-mail or consented to by the signatures of all the Directors then in office if constituting a quorum.

### **5.4 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors or a motion circulated and responded to by e-mail, is as valid as if it had been passed at a meeting of Directors or a committee of Directors.

### **5.5 Meetings by Telephonic or Electronic Means**

If all the Directors present at or participating in a meeting consent, then any Director may participate in such meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously.

### **5.6 Place of Meetings**

Meetings of the Board may be held at the registered office of the Association or at any other place within the city of Calgary, Alberta approved by the Directors.

### **5.7 Calling of Meetings**

Meetings of the Board shall be held from time to time at such place, on such day and at such time as the Board, the chairperson of the Board, the president, the secretary or any two Directors may determine.

## **5.8 Notice of Meetings**

Notice of the time and place of each meeting of the Board shall be given to each Director at the earliest possible opportunity having consulted all Directors as to their availability. An attempt shall be made at the end of each regular Board meeting to schedule the next regular meeting.

## **5.9 First Meeting of New Board**

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting following the Meeting of Members at which such Board is elected.

## **5.10 Adjourned Meeting**

Notice of an adjourned meeting of the Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

## **5.11 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution by the Board fixing the time and place of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

## **5.12 Votes to Govern**

At all meetings of the Board any question shall be decided by a majority of the votes cast on the question and in the case of a tie of votes, the chairperson of the meeting shall be entitled to a second or casting vote. Any question at a meeting of the Board shall be decided by a show of hands unless a ballot is required or demanded.

## **5.13 Chairperson and Secretary**

The President of the Board or, in the absence of the President, the Vice-President who is a Director, or in the absence of both, one of the remaining Officers of the Board shall be chairperson of any meeting of the Board. If none of the said Officers is present, the Directors present shall choose one of their number to be chairperson. The Secretary of the Association shall act as secretary at any meeting of the Board and, if the secretary is absent, the chairperson of the meeting shall appoint a person who need not be a Director to act as Secretary of the meeting.

## **5.14 Minutes**

The Directors shall cause minutes of any meeting of Directors and or of the Association to be duly entered into books provided for the purpose of:

- (a) appointment of Officers;
- (b) registering names of Directors present at each meeting of the Directors;
- (c) evidencing resolutions made by the Directors;
- (d) evidencing resolutions and proceedings of general meetings;

and any such minutes of any meetings of the Directors or of the Association, if signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

### **5.15 Remuneration and Expenses**

The Officers and Directors shall not be paid remuneration for their services as Officers and Directors but shall be reimbursed for expenses incurred while fulfilling their duties provided that such expenses are approved by the signatories of the Board. An Officer or Director may be hired by the Board as an independent contractor for the Association and may be remunerated in their capacity as an independent contractor. The Board may pay a honorarium to any Officer or Director for special services undertaken on behalf of the Association other than routine work ordinarily required. The amount of such honorarium is to be determined and approved by a majority vote of the Board.

### **5.16 Conflict of Interest**

Whenever a Director of the Association has a professional, financial or personal interest in any matter whatsoever coming before the Board, the Board shall ensure that:

- (a) the interest of such Director is fully disclosed to the Board in writing or has been entered into the minutes of the meetings of the Directors or other deliberations;
- (b) no interested Director may vote or lobby on the matter or be counted in determining the existence of quorum at the meeting of the Board or other deliberations at which such matter is voted upon;
- (c) any transaction in which a Director has a financial, professional or personal interest shall be duly approved by a majority of the members of the Board; and
- (d) the minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE 6 COMMITTEES**

### **6.1 Committees**

Subject to the Act and these Bylaws, the Board may appoint, a committee or committees, as it from time to time considers advisable. Members of committees shall be appointed by, and hold office at the pleasure of, the Board.

### **6.2 Transaction of Business and Reports**

The powers of a committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Each committee shall determine a chairperson. Each committee shall submit to the Board such reports as the Board may request from time to time.

### **6.3 Committee Powers**

No committee shall have the power to act for on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may from time to time direct.

## **ARTICLE 7 OFFICERS**

### **7.1 Appointment of Officers**

The Board shall from time to time, by Ordinary Resolution and for terms not to exceed one (1) year, appoint and remove Officers. The Officers shall consist of the President, Vice President, Treasurer and Secretary and such other Officers as the Board may determine from time to time. The Board may specify the duties of such Officers and, in accordance with these Bylaws and subject to the provisions of the Act, delegate to such Officers powers to manage the affairs of the Association. Retiring Officers if qualified are eligible for re-appointment.

### **7.2 Powers of Officers**

The powers of the Officers are as follows:

The President shall:

- (a) be responsible for the general supervision of the Association;
- (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 such other member of the Board as is reasonably appropriate in the particular circumstances;
- (d) be the principal signing authority on all contracts, official documents and correspondence of the Association, and a designated signing authority on all bank accounts of the Association;
- (e) authenticate the official use of the seal of the Association;
- (f) be a member or an ex-officio member of all committees of the Board;
- (g) be a member of the Executive and the Board;
- (h) carry out other duties pertaining to such office, and such other duties as may be assigned by the Board.

The Vice-President shall:

- (a) assist the 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 or at the direction of the President;

- (c) be a member of the Executive and the Board;
- (d) be a designated signing authority on all bank accounts of the Association and, with the Secretary, on all contracts to be entered into on behalf of the Association in the absence of the President or at the direction of the President;
- (e) authenticate the official use of the seal of the Association in the absence of the President or at the direction of the President;
- (f) chair a standing committee, or represent ad hoc committees at meetings of the Board or Executive, as appropriate in the circumstances;
- (g) carry out such other duties as may be assigned by the Board.

The Secretary shall:

- (a) attend each Meeting of the Members and each meeting of the Board and the Executive and ensure accurate minutes are kept of such meetings;
- (b) ensure that all records of the Association, other than financial records, are properly maintained, including these Bylaws and the Policies and Procedures;
- (c) be a member of the Executive and the Board;
- (d) be a designated signing authority on all bank accounts of the Association and, with the President or Vice-President, all contracts to be entered into on behalf of the Association;
- (e) carry out such other duties as may be assigned by the Board.

The Treasurer shall:

- (a) oversee the disbursement of the funds of the Association under the direction of the Board and in compliance with these Bylaws, and the Act;
- (b) oversee the care, custody, control and maintenance of the finances and financial records of the Association;
- (c) collect and receive all Fees payable by the Members to the Association;
- (d) review the Association's financial position including: revenues, expenditures, investments, amounts due and owing to the Association, and report to the Board and Members at the Annual General Meeting or otherwise at the request of the President;
- (e) coordinate the conduct of the audit of the Association's financial statements;
- (f) be a member of the Executive and the Board;
- (g) be a designated signing authority for all bank accounts of the Association and, in the absence of the President and the Vice-President or at the direction of the President, all contracts to be entered into on behalf of the Association;
- (h) chair any finance committee created as a standing committee by the Board;



- (i) carry out such other duties as may be assigned by the Board.

### **7.3 More than one Office**

An individual may hold more than one office at the discretion of the Board.

### **7.4 Agents and Attorneys**

The Board shall have the power from time to time to appoint agents or attorneys for the Association in or out of Alberta with such powers of management or otherwise (including the power to sub-delegate) as the Board may determine in accordance with these Bylaws.

### **7.5 Conflict of Interest**

An Officer shall disclose an interest in any material contract or material transaction or proposed material contract or proposed material transaction with the Association in accordance with section 5.16.

## **ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS**

### **8.1 Indemnity of Directors and Officers**

The Association shall indemnify each Director or Officer of the Association and each former Director or Officer of the Association, and the heirs and legal representatives of any such person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a Director or Officer of the Association, if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the relevant conduct was lawful.

The Association may, with the approval of the court, indemnify a person referred to above in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or an Officer of the Association, against all costs, charges and expenses reasonably incurred by that person in connection with such action if the person fulfills the conditions set out in (a) and (b) above.

### **8.2 D&O Insurance**

The Association may purchase and maintain insurance for the benefit of any person referred to above against any liability incurred by that person in their capacity as a Director or Officer of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

## **ARTICLE 9 MEETINGS OF MEMBERS**

### **9.1 Annual General Meetings**

An Annual General Meeting shall be held annually prior to the registration anniversary date of the Association (December 4) and on such day and at such time in each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, electing or appointing the auditor and the transaction of such other business as may properly be brought before the meeting.

### **9.2 General Meetings**

The Board shall have full powers to convene additional general meetings, by majority vote of the Board.

### **9.3 Special Meetings**

The Board shall have power to call a special Meeting of Members at any time, and shall be required to do so upon receipt of a petition signed by 20% of the Members setting forth the reason for calling such a meeting.

### **9.4 Place of Meetings**

A Meeting of Members of the Association shall be held at such place in Calgary, Alberta as the Board determines or, in the absence of such a determination, at the place where the registered office of the Association is located. In the event that the Board determines that an in-person Meeting of Members of the Association is impractical, a Meeting of Members may be held virtually by electronic means, video or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously.

### **9.5 Notices of Meetings**

- (a) Notice of the time and place of every Meeting of Members shall, in accordance with Article 11, be sent not less than fourteen (14) days before the meeting to each Member and to each Director. All notices of meetings will be provided electronically unless otherwise requested by a Member. In the event of there being no electronic address for a Member, the notice will be sent by Canada Post. Notice of an Annual General Meeting shall be sent not less than fourteen (14) days before the Annual General Meeting to each Member, Director and the auditor of the Association.
- (b) Notice of a Meeting of Members at which special business is to be transacted shall state or be accompanied by a statement of the nature of that business in sufficient detail to permit the Members to form a reasoned judgment thereon and the text of any Special Resolution or bylaw to be submitted to the meeting. Notice of the time and place of a Meeting of Members at which a Special Resolution is sought shall be sent to each Member and each Director not less than twenty-one (21) days before the meeting in accordance with Article 11.
- (c) Notices shall be deemed to have been received in accordance with section 11.1.

## **9.6 List of Members Entitled to Notice**

The Association shall, for every Meeting of Members, prepare a list of Members entitled to receive notice of the meeting. Subject to the limitations on disclosure of personal information set forth in section 3.5, the list shall be available for examination by any Member at the meeting for which the list is prepared. Where no notice of meeting is given, such list shall be prepared as of the day on which the meeting is held and so that it is available at such meeting.

## **9.7 Chairperson and Secretary**

The President, Vice-President, or in the absence of either President or Vice-President a Director, shall be chairperson of any Meeting of Members and, if none of the said Officers be present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose a chairperson from amongst themselves. The Secretary shall act as secretary at any Meeting of Members or, if the Secretary be absent, the chairperson of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting.

## **9.8 Quorum**

A quorum of Members present at a Meeting of Members shall consist of three (3) voting Members in addition to any Directors who may be in attendance. The quorum of the Members entitled to vote at the meeting may be present in person or represented by proxy in accordance with section 9.11. A quorum need not be present throughout the meeting provided that a quorum is present at the opening of the meeting.

## **9.9 Failure to Reach Quorum**

If a quorum of Members is not present within thirty (30) minutes of the time appointed for the Meeting of Members, and provided that there is at a minimum of one (1) Director and one (1) voting Member present, the chairperson of the meeting shall poll the persons present and if there is unanimous consent a quorum shall be deemed. If the persons present do not unanimously consent, the Meeting of Members shall be deemed to be adjourned to a date, time and place determined in the sole discretion of the chairperson. If a quorum of Members is not present within thirty (30) minutes of the time appointed for the adjourned meeting, those Members present in person and by proxy shall be deemed to be quorum of Members.

## **9.10 Right to Vote**

At any Meeting of Members every person who is named in the list referred to in section 9.6 shall be entitled to vote unless they are not a Member in Good Standing. A Member is not a Member in Good Standing if the Member has failed to pay all Fees or other amounts owing to the Association by a record date fixed by the Board not less than 5 Business Days prior to a Meeting of Members. Per section 3.1(a), there shall be only one (1) vote allowed for each Residential Property.

## **9.11 Proxies and Representatives**

Every Member entitled to vote at a Meeting of Members may, by means of a proxy, appoint a proxyholder Member(s), as the appointing Member's nominee, to attend and act at the meeting with the authority conferred by the proxy. A proxy shall be signed in writing by the Member in a form acceptable to the Board.

### **9.12 Time for Deposit of Proxies**

A proxy may be used at the meeting only if, prior to the time so specified, it shall have been deposited with the Association or an agent thereof specified in such notice or, if no such time is specified in such notice, it shall have been received by the secretary of the Association or by the chairperson of the meeting or adjournment thereof prior to the time of voting.

### **9.13 Votes to Govern**

Except as otherwise required by the Act, all questions proposed for the consideration of Members at a Meeting of Members shall be determined by a simple majority of the votes cast.

### **9.14 Casting Vote**

In case of tie of votes at any Meeting of Members, regardless of the manner of voting, the chairperson of the meeting shall be entitled to a second or casting vote.

### **9.15 Proof of Votes**

Whenever a vote by any means other than by ballot is taken, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

## **ARTICLE 10 FINANCES**

### **10.1 Financial Statements**

The Association shall prepare annual financial statements setting out its income, disbursements, assets and liabilities as required under the Act.

### **10.2 Auditing the Books**

The books, accounts and records of the Association shall be audited at least once each year to the extent required under the Act by a duly qualified accountant or by two (2) Members elected by the Members at the Annual General Meeting. If auditors are not elected at the Annual General Meeting or if the Annual General Meeting is not held, the Directors may appoint auditors for the current fiscal year. The Board is authorized to fill any vacancy in the office of the auditor. The auditor shall submit at every Annual General Meeting audited financial statements.

### **10.3 Financial Controls**

The Board shall implement a procedure to monitor and to determine detailed recordkeeping and internal financial controls of the Association.

### **10.4 Association Costs**

The Board shall establish the Association Costs on a yearly basis and establish the amount of the Fee to be paid by Members under the Encumbrance.

## **10.5 Collection**

The Board shall be entitled to set, levy, issue, collect any sums, fees or assessments the Board has determined are owing by the Members to the Association pursuant to these Bylaws or with respect to the Encumbrance. Without limiting the generality of the foregoing, the Association may take all steps necessary to ensure all sums owing to the Association are paid when due including taking all legal measures to enforce collection of the outstanding amounts including, but not limited to, the enforcement of the Association's rights under the Encumbrance. If enforcement measures are necessary, the defaulting Member shall pay all expenses and costs incurred by the Association including any and all legal costs incurred by the Association (on a solicitor and own client basis full indemnity basis) in pursuing any remedy available to it at law or in equity, together with interest at the rate of the prime rate of interest established by the Royal Bank of Canada from time to time plus 5% per annum, calculated and compounded monthly, before and after judgment. Any payments received by the Association from a Member shall be applied in the following manner and order:

- (a) to any outstanding costs, charges, or expenses incurred by the Association payable by the Member;
- (b) to any outstanding interest; and
- (c) to the Fees outstanding applied to the oldest balances then to newer amounts.

## **10.6 No Waiver**

The omission by the Board before the expiration of any fiscal year, to fix the assessments or yearly fee under the Encumbrance for that year or for the next year, shall not be deemed a waiver or modification in any respect of the provisions of the Bylaws, or release of a Member from their obligations to pay such yearly fees or assessments, or any instalments thereon for that or any subsequent year, but the yearly fee for the preceding fiscal year shall continue until a new yearly fee is fixed.

## **10.7 No Exemption**

No Member shall be able to exempt him or herself from Fees or liability for contributions toward the Association Costs by waiver of use or enjoyment of the Common Facilities or the services provided by the Association or by vacating or abandoning their Residential Property. Members shall remain fully liable for the Fees, without set-off or deduction, notwithstanding any dissatisfaction on the part of the Member with the Common Facilities or the services provided by the Association.

## **10.8 Borrowing**

For the purpose of carrying out its objects, and subject to the limitations set out herein and in the Act, the Association may borrow or raise or secure the payment of money in any manner the Board by Ordinary Resolution deems fit, and in particular by the mortgaging of the Common Facilities and the assignment as security of the Fees payable pursuant to the Encumbrance.

## **10.9 Limitations on Borrowing**

Approval by Special Resolution of the Members (requiring a two-thirds (2/3) majority) is required before the Association may:

- (a) issue debentures and/or mortgage or charge any of the assets by the Association;  
or
- (b) borrow funds exceeding, in the aggregate, twenty five thousand dollars (\$25,000).

### **10.10 Banking Arrangements**

The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Association's behalf by such one or more Officers or authorized employees as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

### **10.11 Inspection**

Upon reasonable notice given by a Member to the Association, the Board shall ensure that the audited financial books and records of the Association are made available for inspection by the Member during business hours at the registered offices of the Association or such other location permitted by the Board.

## **ARTICLE 11 NOTICES**

### **11.1 Method of Giving Notices**

Any notice, communication or document ("notice") to be given or sent pursuant to the Act, these Bylaws or otherwise to a Member, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given or sent if given or sent by prepaid mail, prepaid transmitted, recorded, or electronic communication capable of providing a written copy of such notice (including, without limitation, by email addressed to any email address provided by a Member or auditor), or delivered personally to such person's latest address as shown on the Register of Members. A notice shall be deemed to have been received on the date when it is delivered personally, or on the fifth day after mailing, or on the date of dispatch of a transmitted, recorded or electronic communication. The Secretary may change or cause to be changed the recorded address of any Members, Director, Officer, and auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

### **11.2 Computation of Time**

In computing the date when notice must be sent under any provision requiring a specified period of days' notice of any meeting or other event, the period of days shall commence on the day following the sending of such notice and shall terminate on the day preceding the date of the meeting or other event.

### **11.3 Undelivered Notices**

If any notice given or sent to a Member pursuant to section 11.1 is returned on two consecutive occasions because the person cannot be found, the Association shall not be required to give or send any further notice to such Member until the Association is informed in writing of the new address for such person.

#### **11.4 Omissions and Errors**

The accidental omission to give or send any notice to any Members, Director, Officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any Meeting of Members held pursuant to such notice or otherwise based thereon.

### **ARTICLE 12 APPLICATION OF PROFITS / DISSOLUTION**

#### **12.1 Profits**

The profits, if any, and other income or accretions to the Association shall be applied only in promotion of its objects. No dividends to its Members shall be declared or paid and no part of the income or property of the Association shall be payable to, available for the personal benefit of, or otherwise distributed to the Members.

#### **12.2 Distribution**

In the event of dissolution or winding-up of the Association, which shall be in accordance with the Act, any and all of the remaining assets of the Association (after payment of its liabilities) shall be paid to a registered and incorporated charitable organization or organizations as determined by Ordinary Resolution at a Meeting of Members. In no event shall the Members or any of them become entitled to the assets of the Association.

### **ARTICLE 13 BYLAWS**

#### **13.1 Amendments**

Proposed changes to Bylaws will be communicated with twenty one (21) days' notice. Bylaws can be amended or repealed by Special Resolution of the Members.

ENACTED by the Director(s) and confirmed by the Members of the Association in accordance with the provisions of the Act, on November 9, 2021.

# Properties of the Springbank Hill Homeowners Association

**Schedule A**

Springbank Hill  
**SBHHA**.com  
Homeowners Association

