

ABRA Bylaw Revisions - 2018

Article	Changes
<p>#2 Interpretation</p>	<p>Added the following definitions:</p> <p>(i) "Electronic Transactions Act (Alberta)" means the Electronic Transactions Act, R.S.A. 2000, c. E-5.5, as amended or any substitution therefore from time to time;</p> <p>(k) "Executive Officer" means individuals holding any of the following offices: Chairman, President, Vice President, Secretary, Treasurer</p> <p>(q) "Member" means a person for the time being entered in any of the Registers of the Company as set out in Section 5 and Members means collectively all of them from time to time, inclusive of Homeowner Members, Rental Members, Family Members, Tenant Members, and Relative Members;</p> <p>(r) "Member in Good Standing" means a Member who has complied with all requirements of membership, who, as of the record date for the relevant meeting, is not in default of paying any sums due and payable to the Company within forty-five (45) days of the original demand for payment of any such sum, and who has not previously vacated or been removed from the office of Director pursuant to Article 33 or Article 38</p> <p>(u) "Relative Member" means a Member, whether or not a Family Member, that is connected to one or more other Members, through birth, adoption, or marriage (legal or otherwise) to the extent of but not beyond, great-aunts, great-uncles, great-grandparents, great-nieces, great-nephews and great-grandchildren</p> <p>(dd) "writing" and "written" includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form which, without restricting the generality of the foregoing shall include fax and records (including signatures) in electronic form that fulfill the requirements of the Electronic Transactions Act (Alberta).</p>
<p>#5 Register of Homeowner Members</p> <p>Rental Members & Tenant Members</p> <p>Family Members</p> <p>Relative Members</p>	<p>Changed last sentence in the following subparagraph(s)</p> <p>a. A fee as set by the Board from time to time may be charged for providing a copy of the Register of Members to a person requesting same.</p> <p>b. A fee as set by the Board from time to time may be charged for providing a copy of the Register of the Rental Members and Tenant Members to a person requesting same.</p> <p>c. A fee as set by the Board from time to time may be charged for providing a copy of the Register of Family Members to a person requesting same.</p> <p>d. A fee as set by the Board from time to time may be charged for providing a copy of the Register of Relative Members to a person requesting same.</p>
<p>#13 & #15 Proceedings at Members' Meetings</p>	<p>13. Changed quorum from 50 to 20 Voting Members</p> <p>15. Changed quorum time from 30 minutes to 15 minutes</p>
<p>#26 Borrowing Powers</p>	<p>Removed #26(a) & 26(b)</p> <p>Changed borrowing limits:</p> <ul style="list-style-type: none"> - from any person for the purposes of the Company's business in amounts in the aggregate not exceeding ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) plus the Adjustment Amount, at any one time. The "Adjustment Amount" as used herein shall mean, in respect of each calendar year after 2017, that sum of money equal to the product obtained by multiplying [the sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) plus the cumulative total of all prior years'

	<p>Adjustment Amounts if any] by the percentage increase, if any, in the "all items" consumer price index (or its equivalent from time to time) for the City of Calgary as issued by Statistics Canada, for that year over the previous year. There shall be no adjustment for any decrease from time to time in such index. For greater certainty, the intent of the Adjustment Amount is to reflect the cumulative and compounded increase in the consumer price index as aforesaid, year by year, commencing January 1, 2018;</p> <ul style="list-style-type: none"> - up to TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) plus the Adjustment Amount, for capital repairs or replacements, at any one time; and - for any other purpose and for any other amount provided that such borrowing is authorized by a duly passed ordinary resolution of the Voting Members.
#28 Directors	<p>Removed #28 Changed:</p> <ul style="list-style-type: none"> - Until otherwise determined by a general meeting: <ul style="list-style-type: none"> - Directors will be elected for staggered terms, such that not less than 50% of the Directors elected to the Board shall be elected for a two (2) year term; - each Director elected to the Board shall consent in writing to annual criminal background checks during each year or part year the Director serves on the Board; and - a Director must be a Voting Member of the Company.
#29 Appointing Directors to the Board	<p>Changed:</p> <p>The Directors shall have power from time to time and at any time, to appoint any other person or persons as Directors, to fill a casual vacancy or vacancies to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. A vacancy on the Board shall be filled as follows:</p> <ul style="list-style-type: none"> (a) a majority of Directors may fill a vacancy among the Directors; (b) if there is not a majority of Directors or there has been a failure by the Voting Members to elect the minimum number of Directors set out in these Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member; (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director; and (e) any Director so appointed shall be eligible to be elected as a Director at the next annual general meeting of Members.
#30 Directors	<p>Removed reference to Carma Revised to:</p> <p>A Director, must be both a Voting Member and a Member in Good Standing, or a spouse of a Voting Member and a Member in Good Standing, but may not be a Relative of a serving Director. For clarity, Relative Members may not be Directors at the same time. The Directors shall not be paid out of the funds of the Company by way of remuneration for their services as Directors.</p>
#31 Directors	<p>Added:</p> <p>Only one (1) eligible nominee, who is also a director of the Community Association, may, but need not be, elected as a Director of the Company at the annual meeting of Members of the Company. In the event no director from the Community Association is elected, then the board may invite a Community Association director to act as a liaison between the Community Association and the Company at the Company Board Meetings</p>
#33 Directors	<p>Changed:</p> <ol style="list-style-type: none"> 1. The office of a Director shall automatically be vacated: <ol style="list-style-type: none"> a. If they are found or become, of unsound mind; b. If they are removed before the expiration of their term of office pursuant to Article 38; c. If they are found guilty of, or charged with an offence under the <i>Criminal Code</i> (Canada); d. If they become bankrupt;

	<p>e. If they are concerned with or participated in the funds or the benefits of any contract with the Company without providing disclosure of their interest and/or without recusing themselves from any discussion or vote in any matter relating to the contract;</p> <p>f. Except where compelled to do so by a competent governmental or judicial authority, if they are found by a majority of the Directors acting reasonably (excluding the Director in question) to have disclosed confidential or proprietary information of the Company to a third party; or</p> <p>g. If they are found, by a majority of the Directors acting reasonably (excluding the Director in question) to have conducted himself amongst or towards his co-directors, staff and personnel, employees, Association Members or members of the public, in a manner that is verbally or physically abusive, harassing, demeaning, or humiliating, or if he has acted in any other manner that is unethical, unlawful or repugnant.</p> <p>h. If he or she is absent, without permission of the Board from three (3) consecutive Board meetings or from four (4) or more Board meetings in any twelve (12) month period.</p>
#34 Directors	<p>Changed:</p> <p>Every Director and Officer of the Company in exercising the Director's or Officer's powers and discharging the Directors or Officer's duties shall:</p> <p>(a) act honestly and in good faith with a view to the best interests of the Company;</p> <p>(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and</p> <p>(c) comply with all applicable law including the Freedom of Information and Protection of Privacy Act (Alberta).</p>
#36 Directors	<p>Added:</p> <p>Subject to Article 35, any director elected from and after 2019, may serve only three (3) consecutive terms, and thereafter shall not again be eligible for election until the expiration of two (2) years, unless the number of nominees is insufficient to fill the vacancies, in which case Members who are otherwise not eligible for re-election by reason of this Article 36, may be re-elected for a further term</p>
#38 Directors	<p>Removed reference to article 28</p>
#39 Register of Directors and Managers	<p>Changed:</p> <p>The Directors shall duly comply with the provisions of the <i>Companies Act</i> (Alberta), or any statutory modification thereof for the time being in force, and in particular with the provisions in regard to the keeping of the registers of the Directors, Officers and managers with their current address and occupation, and shall ensure timely signing of the balance sheet, filing with the Registrar of Corporations an annual report and copies of special and other resolutions and of any change in the registered office or changes of Directors and, where applicable, the mailing of a form of proxy and the issuing of information circulars. Every Director is required to consent to the collection, use and disclosure of their name, address and occupation to be placed on the applicable register and all such documentation required for the Registrar of Corporations for the purposes of corporate governance and matters pertaining to the management and operation of the Association and the Auburn Bay Amenities.</p>
#49 & #51 Proceedings of Directors	<p>Changed:</p> <p>The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, and may declare the quorum necessary for the transaction of business, but until the Directors make such determination, a combination of one-half of the Directors who are not Executive Officers, and one-half of the Directors who are Executive Officers, shall be a quorum</p> <p>A resolution in writing, signed by all the Directors, including electronic signatures fulfilling the requirements of the Electronic Transactions Act (Alberta), without their meeting together, (which may be executed in several counterparts) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be held to relate back to any date therein stated to be the effective date thereof.</p>

#54 & #55 Temporary Removal of Officers' and Directors' Authority and Responsibilities	Removed #54 & #55
#54 Officers	Added: The Executive Officers of the Company shall consist of, at minimum, a president, a vice president, a secretary and a treasurer, or a secretary-treasurer. The Directors may from time to time appoint such additional and other officers as they in their discretion deem appropriate or necessary. Any one person may fill more than one office. Such persons holding such offices, besides fulfilling any duties assigned to them by the Directors, shall have such powers as are usually incidental to such offices.
#55 Officers	Added: From and after the Annual General Meeting of members in 2018, only Directors who have served one complete 2 year term on the Board are eligible to be Executive Officers, and the Executive Officers shall be elected by the Board from among their own number. Additional or other officers of the Company shall be appointed by the Board. The Board may appoint an assistant to the secretary, who shall be empowered to act in the absence of or under the direction of the secretary in the performance of the duties of the secretary. The Directors may appoint a temporary substitute for any of the above officers, who shall for the purposes of these Articles be deemed to be the officer for the position he occupies
#56 Officers	Revised: Any Executive Officer of the Company shall be entitled to attend any meeting of Members.
#67 Operating Costs of the Company	Removed (f) – reference to Carma
#71 Notices	Revised: Any notice may be served by the Company on any of the Members either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member or by delivering by prepaid courier to such person at his street address as the same appears in the books of the Company, or by transmitting electronically to the Member at an electronic address provided by the Member, in accordance with the <u>Electronic Transmissions Act (Alberta)</u> or if no address of the Member is given in the books of the Company, to the last address of such person known to the secretary. If no address is known to the secretary a notice posted up in the registered office of the Company shall be deemed to be well served on such person upon it being so posted up, and any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into one of Canada Post Corporation's letter boxes.
#73 Notices	Revised: The signature on any notice to be given by the Company may be written, stamped, typewritten or printed or produced by such electronic means as may fulfill the requirements of the <u>Electronic Transactions Act (Alberta)</u> or otherwise permitted by law, or partly written, stamped, typewritten or printed.
#75 Notices	Changed: 1. A certificate of the secretary or other duly authorized officer of the Company in office at the time of the making of the certificate as to the facts in relation to the mailing or transmitting or delivery or posting up of any notice to any Member, Director or officer or publication of any notice, shall be prima facie evidence thereof and shall be binding on every one of the Members, and a Director or officer of the Company, as the case may be.