

**DOUGLASQUARRY COMMUNITY  
ASSOCIATION**

**AMENDED AND RESTATED BY-LAWS**

*May 2019*

## 1 NAME

(1.1) The name of the Society shall be DouglasQuary Community Association and shall also be known as “DQCA”.

## 2 DEFINITIONS

(2.1) Unless the context otherwise requires, the following expressions shall have the following meanings:

- (a) “**Act**” means the Societies Act, R.S.A. 2000, Chapter S-14, as amended, or any statute substituted for it and includes any regulations promulgated thereunder that are in effect from time to time;
- (b) “**Annual General Meeting**” means the annual meeting of the Members;
- (c) “**Annual Membership Fee**” means the current year annual member fee as determined by the Board;
- (d) “**Associate Member**” means an individual who satisfies the requirements of paragraph 4.2;
- (e) “**Board of Directors**” or “**Board**” mean and include each person who is serving on the board of directors as constituted pursuant to Article 5 and with the duties and powers set out herein;
- (f) “**Board Meeting**” means any meeting of the Board held in accordance with paragraphs 7.10. - 7.14;
- (g) “**Books and Records**” means all records, registers resolutions, financial statements of DQCA and other of documents required to be maintained under the Act;
- (h) “**Cause**” means statements, behaviour, conduct or action that is contrary to the Objects of DQCA; and a material breach of DQCA’s By-Laws or policies;
- (i) “**Community**” means the communities of Douglasdale, Douglas Glen and Quarry Park in the city of Calgary;

- (j) “**Director**” means a person serving on the Board of Directors;
- (k) “**Fiscal Year**” means the period set out in Article 3.
- (l) “**Full Member**” means an individual who satisfies the requirements of paragraph 4.1;
- (m) “**General Meeting**” means a meeting open to all Members being either the Annual General Meeting or a Special General Meeting;
- (n) “**Household**”, means individuals who habitually reside at the same residential street address in the Community;
- (o) “**Member**” means any individual who fulfils the requirements of Article 4. For greater certainty includes Full Members and Associate Members;
- (p) “**Objects**” means the objects of DQCA registered with Service Alberta (Corporate Registry);
- (q) “**Officer**” means an officer of DQCA elected by the Board, including but not limited to, the President, Vice President, Treasurer and Secretary;
- (r) “**President**” means the director elected by the Board as President pursuant to paragraph 6.1;
- (s) “**Secretary**” means the Director elected by the Board as secretary pursuant to paragraph 6.3;
- (t) “**Society**” means the DouglasQuarry Community Association;
- (u) “**Special General Meeting**” means a meeting of the Members called in accordance with paragraph 7.3;
- (v) “**Special Resolution**” means
  - (i) A resolution passed
    - (A) At an Annual General Meeting or Special General Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
    - (B) By the vote of not less than 75% of those Members who, if entitled to do so vote,

(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 so agree, or

(iii) A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person

(w) **“Substantial Board Meeting”** means a Board meeting attended by at least 2/3 of all Directors;

(x) **“Treasurer”** means the Director elected by the Board as treasurer pursuant to paragraph 6.4;

(y) **“Vice President”** means the Director elected by the Board as vice President pursuant to paragraph 6.2;

(2.2) Wherever the singular, plural, masculine or neuter is used herein, same shall be construed to include or mean the plural, singular, feminine, neuter or body corporate as the context requires.

### **3 FISCAL YEAR**

(3.1) The Fiscal Year of the DQCA shall commence on the first (1<sup>st</sup>) day of January and end on the thirty first (31<sup>st</sup>) day of December.

### **4 MEMBERS**

(4.1) An individual may become a full member of the DQCA if the individual:

(a) is a resident of the Community;

(b) is at least 18 years of age;

(c) has never been expelled from the DQCA (subject to paragraph 4.4); and

(d) a member of his Household has paid the Annual Membership Fee.

- (4.2) An individual may become an associate member of the DQCA if the individual is:
- (a) not resident in the Community;
  - (b) is at least 18 years of age;
  - (c) has never been expelled from the DQCA (subject to paragraph 4.4) and
  - (d) a member of his household has paid the Annual Membership Fee.
- (4.3) An individual who satisfies the conditions set out in paragraph 4.1 or 4.2 shall be a Member for the Fiscal Year in which the Annual Membership Fee has been paid.
- (4.4) A Member who has been expelled, may, in a Fiscal Year other than the year he was expelled, apply in writing to the Board to have his expulsion expunged. At the next Board Meeting immediately after receipt of the above noted application, the Board shall vote on whether to grant the applicant's request. If the Board votes in favour of the request, the applicant is deemed, for the purposes of this Article to have never been expelled.
- (4.5) Any Member wishing to withdraw from the DQCA may do so by providing written notice to the President.
- (4.6) Only Full Members in good standing are entitled to:
- (a) receive notice of any General Meeting;
  - (b) attend any General Meeting and any Board Meeting;
  - (c) receive a copy of the DQCA's financial statements;
  - (d) speak to any issue on the Agenda of a General Meeting, up to a maximum of 5 minutes;
  - (e) speak to any issue at a Board Meeting only with the approval of the President; and
  - (f) vote in person at any General Meeting.

- (4.7) Each Full Member is entitled to one vote.
- (4.8) An Associate Member may attend a General Meeting but is not permitted to speak or vote at the meeting.
- (4.9) If a Member's name does not appear on the requisite Members Register and the Member provides proof of payment of the Annual Membership Fee, the Secretary shall immediately add the Member's name to the appropriate membership register.
- (4.10) All Members must abide by the Act, these By-laws and the policies of the DQCA.

### **Expulsion of Members**

- (4.11) Any Member may have his membership terminated if a majority of the Board of Directors has voted to terminate the individual's membership for Cause. Expulsion becomes effective immediately upon delivery of written notice of the expulsion to the particular individual.
- (4.12) Prior to expelling a member, the Board of Directors shall advise the Member in writing of its intention and reasons why it intends to expel the particular Member. The Member shall have 10 days from receipt of the notice to provide written submissions as to why he should not be expelled. If a Member challenges the proposed expulsion, the Board of Directors shall take into consideration the Member's submissions prior to deciding whether to expel the Member.
- (4.13) Any Member who is expelled is not entitled to receive a refund of any membership fees.

## 5 BOARD OF DIRECTORS

### Election of Directors

(5.1) The Board of Directors shall consist of a minimum of 2 and a maximum of 8 individuals.

(5.2) An individual is eligible to be elected or appointed (as the case may be) to serve on the Board of Directors if:

- (a) They are a Full Member;
- (b) unless appointed in accordance with paragraph 5.6, has, at least 30 days prior to the next Annual General Meeting, notified the Board in writing that his name should be added to the list of candidates to be put forward at the next Annual General Meeting; and
  - (i) is present in person at the Annual General Meeting to accept such nomination; or
  - (ii) has consented in writing to accept such nomination.

(5.3) A Director shall cease to hold office immediately upon:

- (a) no longer being a Full Member in good standing in accordance with Article 4;
- (b) being found to be mentally incompetent;
- (c) giving written notice to the Board that he resigns;
- (d) death;
- (e) if without reasonable excuse, is absent from three or more consecutive Board Meetings; or
- (f) is removed in accordance with paragraph 5.11

(5.4) Subject to paragraph 5.11, the term of office of a Director shall be two (2) years.

(5.5) The Board of Directors may, by majority vote, fill a vacancy on the Board of Directors to hold office until the next Annual General Meeting. For greater certainty, a seat on the Board is vacant if there are less than 8 directors.

### **Powers and Duties**

(5.6) The powers and duties of the Board of Directors are as follows:

- (a) subject to paragraphs 5.7, 5.8 and 5.9 manage and control the affairs, property and assets of the DQCA;
- (b) develop and set the policies of the DQCA;
- (c) recommend to the membership such changes to the By-Laws as may be necessary or advisable in order to further carry out the objectives of the DQCA;
- (d) set the annual membership fee;
- (e) implement the Objects and objectives of the DQCA and establish such committees as are necessary or advisable in order to achieve the Objects of the DQCA. The Board may also make policy surrounding the constitution of each committee, its term, members, chairperson, function and mandate;
- (f) employ or engage such person(s) as may be deemed necessary upon such terms and conditions as are reasonable and appropriate in order to further the objectives of the DQCA;
- (g) give a full and complete report of its activities at the Annual General Meeting;
- (h) administer and distribute the various funds and assets of the DQCA in accordance with the provisions contained herein in order to further the objectives of the DQCA;
- (i) develop General Meeting voting procedures that are not otherwise in conflict with any other provision of this By-Law or the Act;



- (j) permit, subject the approval of 2/3 of the Board, a Member who is otherwise required to make written submissions, attend in person before the Board to make oral submissions;
  - (k) fill any vacancy of the Auditor between Annual General Meetings; and
  - (l) expel any Member for Cause.
- (5.7) All expenditures must be approved by the Board, but any expenditure may be approved by acceptance and approval of an annual budget by the Board.
- (5.8) DQCA shall not enter into any transaction where the fair market value of the transaction exceeds \$10,000 unless a majority at a Substantial Board Meeting has approved the transaction.
- (5.9) DQCA shall not enter into any transaction where the fair market value of the transaction exceeds \$100,000 unless:
- (a) a general description of the transaction has been published in a local newsletter, a website, or on social media available to all Full Members at least 21 days prior to the Board Meeting at which the transaction is to be voted on;
  - (b) prior to the vote, any Full Member who attends such Board Meeting is permitted to express his opinions regarding the transaction; and
  - (c) a majority at a Substantial Board Meeting has approved the transaction.
- (5.10) The Board may, after complying with paragraph 5.11, remove any Director or Officer from office before the expiration of his term if at a Board Meeting 75% of the other Directors vote in favour of removing the particular Director or Officer for Cause.
- (5.11) Prior to holding a vote as set out in paragraph 5.10, the proposed removal of the Director or Officer shall be included in the particular Board Meeting Agenda and the subject Director or Officer shall be entitled to make either oral or written submissions to the Board.

- (5.12) Directors and Officers shall not receive any remuneration for serving on the Board or being an Officer. Any payment made to a Director or Officer in his capacity other than as a Director or Officer must be made in accordance with paragraph 8.3.

## **6 OFFICERS**

- (6.1) The President shall be elected by the Board of Directors. After an Annual General Meeting and at any time the office of the President is vacant, the Board shall hold a Substantial Board Meeting as soon as reasonably possible and elect a new President. The President shall have the following duties:

- (a) Chair all meetings or designate a chairperson;
- (b) General supervision of the affairs of the Society;
- (c) Execute all documents; and
- (d) Perform any other duties which the Board may, from time to time assign.

- (6.2) The Vice President shall be elected by the Board of Directors. After an Annual General Meeting and at any time the office of Vice President is vacant, the Board shall hold a Substantial Board Meeting as soon as reasonably possible and elect a new Vice President. The Vice President shall:

- (a) Exercise any and all of the duties of the President in the absence of the President or if the President is unable for any reason to perform his duties; and
- (b) Any other duties which the Board may, from time to time, assign.

- (6.3) The Secretary shall be elected by the Board of Directors. After an Annual General Meeting and at any time the office of Secretary is vacant, the Board shall hold a Substantial Board Meeting as soon as reasonably possible and elect a new Secretary. The Secretary shall, subject to the Board designating another person:

- (a) maintain the non-financial records and books of the Society, including the Minute Book, Registry of Directors, Registry of Members, minutes of all Board meetings, General Meetings and all resolutions passed at the above noted meetings;

- (b) prepare minutes for all Board Meetings, General Meetings;
- (c) give notice of all Board meetings and General Meetings;
- (d) file the Society's annual corporate return, Special Resolutions passed at a General Meeting and any change in Directors or Officers, as required by the Act; and
- (e) any other duties which the Board may, from time to time assign.

(6.4) The Treasurer shall be elected by the Board of Directors. After an Annual General Meeting and at any time the office of Treasurer is vacant, the Board shall hold a Substantial Board Meeting as soon as reasonably possible and elect a new Treasurer. The Treasurer shall:

- (a) keep and maintain the financial records and accounts of the DQCA;
- (b) assist the auditor in the preparation of the financial statements of the DQCA;
- (c) file all returns required (other than the annual corporate return filed by the Secretary); and
- (d) any other duties which the Board may, from time to time assign.

(6.5) Subject to paragraph 5.11, the term of office of an Officer shall be two (2) years.

(6.6) An Officer shall cease to hold his particular office immediately upon no longer being a Director or if he is removed in accordance with paragraph 5.11.

## **7 MEETINGS**

### **Member Meetings**

(7.1) An Annual General Meeting shall be held within each Fiscal Year. Notice shall be published in a local newsletter, a website, or on social media available to the Membership of the DQCA not less than twenty-one (21) days prior to any Annual

General Meeting. The notice shall specify the date, time, place and the agenda to be considered at the Annual General Meeting. The Annual General Meeting shall be held at a venue in Calgary determined by the Board.

- (7.2) Any ordinary resolution placed before any Annual General Meeting shall pass upon a majority vote of the Full Members present and entitled to vote and who do vote upon such resolution.
  
- (7.3) A Special General Meeting may be held at any time on the call of the President and must be called by the President upon receipt by him of a petition signed by at least 50% of the Full Members setting out in detail the purpose for which the meeting is to be called and the resolutions to be put before it.
  
- (7.4) The notice calling a Special General Meeting shall specify the date, time, place, agenda and the full text of all resolutions to be considered and no other business shall be transacted. Any matter brought forward at a Special General Meeting shall be passed by a Special Resolution.
  
- (7.5) Twenty (20) Full Members present in person shall constitute a quorum at a General Meeting. If a quorum is not present within one half-hour after the set time of the scheduled meeting, the meeting will proceed with the Members in attendance.
  
- (7.6) All meetings of the DQCA and the Board of Directors shall be conducted in accordance with the most recent edition of Robert's Rules of Order except where such Rules conflict with these By-Laws, the By-Laws shall prevail. Where any Rules or By-Laws conflict with any statutory provisions in force from time to time in the Province of Alberta, such statutory provisions shall prevail. In the event of a tie the President shall cast a second vote.
  
- (7.7) All votes at a General Meeting shall be conducted by a show of hands of the Full Members present and entitled to vote at such meeting unless a majority of Full Members decides that such vote shall be conducted by secret ballot, in which case the vote shall be conducted by secret ballot.
  
- (7.8) Minutes of all Annual General Meetings and Special General Meetings shall be prepared and kept by the Secretary or such other person as the Board authorizes.

- (7.9) In addition to any business that may be transacted at every Annual General Meeting:
- (a) the financial statements of Society, a report on the activities of the Society, a report by the Treasurer on the financial affairs of the Society, and the report of the Auditor shall be presented;
  - (b) an auditor shall be appointed for the ensuing year (with the Board determining his remuneration); and
  - (c) the requisite number of Directors be elected.

### **Board of Directors Meetings**

- (7.10) The Board of Directors shall meet at least once every calendar month (excluding the months of July and August) at such time and place as may be designated by the President.
- (7.11) The President may call a Board Meeting at his discretion. The President shall call a Board Meeting upon receipt of a petition signed by a majority of directors, which petition shall set out in detail the purpose of such meeting and the resolution to be put before such meeting and no other business shall be transacted at such a meeting other than for which the meeting has been called.
- (7.12) A Notice of a Board Meeting shall be given to each Director not less than five (5) days before the time set for the meeting. The notice shall specify the agenda, date, time and place of the meeting.
- (7.13) The quorum for the transaction of business at a Board Meeting shall consist of a majority of the Directors holding office or such greater number of Directors as the Board may determine from time to time. Directors may participate in meetings of the Board by electronic means as long as every person attending the meeting can simultaneously and instantaneously hear the other attendees and be heard by all attendees.

(7.14) Unless the Societies Act or any other provision in this By-law requires a higher percentage, any resolution placed before a Board Meeting shall pass upon a majority of the Directors voting in favour of the resolution.

(7.15) Minutes of Board Meetings shall be prepared and kept by the Secretary or such other person as the Board authorizes.

## **8 FINANCIAL RECORDS**

(8.1) The Treasurer or such other person as the Board of Directors may appoint shall be responsible to prepare and maintain a proper set of financial books and records and all monies or securities received by the DQCA shall be deposited in the name of the DQCA in an approved financial institution to be designated by the Board of Directors.

(8.2) Any payments on behalf of the DQCA must be made by cheque or electronic funds transfers for recurring payments issued against the DQCA bank account duly signed by any two Officers with signing authority.

(8.3) All funds of the DQCA shall be applied only to carrying out the Objects of the DQCA and in accordance with the approved budget of the DQCA and no Member may derive any pecuniary benefit from such monies except for:

- (a) the payment of salary or wages to DQCA employees;
- (b) compensation paid for services rendered by a Member if the Member is acting in a capacity other than as a Director and the compensation is less than or equal to what an arm's length party would pay for the services, and
- (c) reimbursement to any Member for out-of-pocket expenses approved by the Board of Directors and incurred in the service of the DQCA.

(8.4) The Board of Directors shall have the power and authority to invest and reinvest the monies of the DQCA in such manner and upon such terms and conditions as the Board may determine consistent with the objects of the DQCA.

- (8.5) Within 180 days of the end of each Fiscal Year an audit of the books of the DQCA shall be performed by the DQCA's auditor (who shall be a chartered accountant).
- (8.6) The books and records of the DQCA shall be stored at a place and in a format determined by the Board of Directors.

## **9 BORROWING POWER AND TITLE TO PROPERTY**

- (9.1) Except for unintended and the occasional account overdraft, the DQCA may not borrow money unless such borrowing is approved by a Special Resolution.
- (9.2) The sole management and control of the DQCA, its activities and property shall be vested in the Board of Directors.
- (9.3) Title to property shall be vested in the name of the DQCA.

## **10 MINUTE BOOK AND THE REGISTERED OFFICE**

- (10.1) The Society shall at all times have a registered office within Alberta.
- (10.2) Subject to the Act, the Board may at any time:
- (a) change the address of the registered office of the Society;
  - (b) designate, or revoke or change a designation of the records offices of the Society; and
  - (c) designate, revoke or change a designation of, a post office box of the Society within Alberta as the address for service by mail; or establish such other offices elsewhere as the Board may deem expedient by resolution.

(10.3) The Secretary or some other person authorized by the Board with that duty shall:

- (a) maintain and have charge of the minute book(s) of the Society;
- (b) record or cause to be recorded therein minutes of proceeding of all meetings of Members and Directors;
- (c) keep or cause to be kept a book or books in which shall be kept the Objects and Bylaws of the Society, any Special Resolution altering or adding to the same and copies or originals of all documents registers and resolutions as required by law.

(10.4) Any Member may request a copy of the Society's application for incorporation and Bylaws at any time and the Secretary shall furnish same in accordance with paragraph 10.6.

(10.5) All registers to be maintained pursuant to the Act shall be kept at the registered office. The right of a Member to view such list or use the information contained therein is as set out in the Act and as allowed by law.

(10.6) A Full Member may inspect the books, registers and records (financial and nonfinancial) of the DQCA by contacting the President in writing. The President shall, within a reasonable time, cause the particular Officer or Director (who maintains the requested documents) to contact the Full Member and arrange a mutually convenient time and place for the inspection of the requested documents.

## **11 SEAL**

(11.1) The Board of Directors may adopt a seal to be used for all purposes of the DQCA and such seal may be affixed to any document by such persons as may be authorized from time to time by the Board of Directors.

(11.2) The seal shall be kept in the custody of the Secretary.



## **12 NOTICES**

- (12.1) Any notice to be sent or delivered under these By-Laws shall be delivered personally or sent by prepaid mail, faxed or emailed to the addressee at the latest address or email address known to the DQCA. A notice shall be deemed to be given when it is delivered personally; or if mailed, when deposited in a public letter box; and if by fax or email, when dispatched.
- (12.2) Notwithstanding paragraph 12.1, a notice for any Annual General Meeting or Special General Meeting to be sent or delivered under these By-Laws may be given by publication thereof in a local newsletter, website, or on social media.
- (12.3) Accidental omission to give notice or non-receipt of notice shall not invalidate any action taken at any meeting otherwise validly held.

## **13 INTERPRETATION AND AMENDMENTS**

- (13.1) Any ambiguity in these By-Laws may be resolved by a majority vote of the Board of Directors.
- (13.2) For greater certainty, any notice, communication or document sent by e-mail satisfies the requirement that it be “in writing” or “written”.
- (13.3) Neither these By-Laws nor the Objects of the Society may be rescinded or amended unless passed by means of a Special Resolution.

## **14 LIMITATION OF LIABILITY**

- (14.1) Every Director, Officer and employee of the DQCA in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the DQCA and shall exercise the care, diligence and skill that a

reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director, Officer or employee shall be liable for:

- (a) any acts or omissions of any other Director, Officer or employee of the DQCA;
- (b) any loss or damage due to bankruptcy, insolvency or wrongful act of any person or entity dealing with the DQCA; and
- (c) any oversight, error in judgment, act or omission in the execution of the duties of his office.

(14.2) Notwithstanding paragraph 14.1, nothing herein shall relieve any Director, Officer or employee from the duty to act in accordance with these By-Laws or any other statute or regulation or from liability for any breach thereof.

(14.3) DQCA shall indemnify each Director, Officer, employee, his heirs and legal representatives against any liability and all costs, charges, expenses, including legal fees and disbursements reasonably incurred by him in connection with any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a Director, Officer or employee of the DQCA, if:

- (a) he acted honestly and in good faith with a view to the best interests of the DQCA; and
- (b) in the case of criminal or administrative actions or proceedings that are enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was reasonable and lawful.

## **15 DISSOLUTION**

(15.1) In the event of the dissolution of the DQCA and after the payment of all just debts, obligations and liabilities, the Board shall distribute any remaining assets of the DQCA to one or more Canadian charities registered under the Income Tax Act (Canada) that operate in Calgary.