



# **ARTICLES OF ASSOCIATION**

**Revised June 2022**

# **PARKLAND COMMUNITY CENTRE CALGARY LTD.**

## **ARTICLES OF ASSOCIATION**

### **STATEMENT OF PURPOSE**

These Articles of Association (the “Articles”) are intended to govern the operation of Park96 in the best interests of all Parkland residents. These Articles also serve to support and enable the Park96 Board of Directors to fulfill its mandate of maintaining and improving the park and recreational facilities for the general benefit and enjoyment of Parkland residents.

### **I. DEFINITIONS**

1.1 In these Articles:

- a) **Park96** means **Parkland Community Centre Calgary Ltd.**, registered as Alberta Company #520843442 “Private Recreation Company”, governed by the Companies Act of the Province of Alberta, with its Registered Office located at 14660 Parkland Boulevard SE, Calgary, Alberta;
- b) **Parkland** means the community of Parkland located in the southeast quadrant of the City of Calgary, Alberta;
- c) **Residence** means residential property located in the community of Parkland;
- d) **Board** means the Board of Directors of Park96;
- e) **Director** means a member of the Board of Directors of Park96;
- f) **Officer** means a Director holding a position specific to responsibility as described in Article V;
- g) **Committee Member** means an appointed member of any committee struck by the Board of Directors of Park96;
- h) **Member** means a person for the time being entered in the register of members of Park96;
- i) **Associate Member** includes the spouse and children of the Member and/or other such individuals normally residing at the Member’s residence;
- j) **Member in Good Standing** means a member who has paid all fees, dues and other sums owing to Park96 and whose membership has not been suspended for any breach of rule or regulation and is therefore entitled to the use of Park96 facilities and to attend and vote at any annual general or special meeting.
- k) **Office** means the registered office of Park96;
- l) **Operating Accounts** means the annual operating expense account and the annual capital expenditure account required to operate, maintain and improve Park96;
- m) **Reserve Funds** means funds held in reserve to provide for future contingencies and planned future capital improvements to Park96;
- n) **Year End** means December 31<sup>st</sup> of the calendar year;
- o) **Special Resolution** means any of the following:
  - i. a resolution passed at an annual general meeting or special meeting of the members in good standing for which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and passed by a majority of not less than sixty-five percent (65%) of the votes of those Members who, if entitled to do so, vote in person or by proxy; or

- ii. a resolution proposed and passed as a special resolution at a general meeting of which less than twenty-one (21) days' notice has been given, if all the members entitled to attend and vote at that 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 or, if proxies are permitted, by proxy;
- p) Words importing the singular number include the plural number and vice versa; and
- q) Words importing the masculine gender include the feminine gender.
- r) **In Writing** means to include telecopies communications or communications sent by email.

## **II. REGISTERED OFFICE**

- 2.1 The registered office of Park96 shall be in the City of Calgary in the Province of Alberta at such location as determined from time to time by the Board of Directors.

## **III. MEMBERS**

### **Attaining Membership**

- 3.1 Each person owning residential property in Parkland shall be a Member as long as such person owns such property, as evidenced by the Certificate of Title, and shall cease to be a Member when they no longer own such property.
- 3.2 When there is more than one owner, the Member shall be the person designated in writing as the Member by the owners of the said residential property, or in the absence of such designation, the person whose name appears first on the certificate of title.
- 3.3 Where the residential property is owned by a corporation, the Member shall be the person in residence in said property and designated in writing by the corporation as the Member.
- 3.4 Where the residential property is occupied by a tenant, such tenant may be designated the Member by the owner of the property as registered in writing at the Park96 Office.
- 3.5 In the event of dispute in determining membership, the Directors, in their absolute discretion, may designate the Member(s).
- 3.6 Membership is transferable only by a Member to a resident of the property.

### **Register of Members**

- 3.7 A Register of Members, in such form as the Board may approve, shall be maintained in which shall be recorded the names and addresses of all Members. The register shall be amended annually to list all Members, in order to keep accurate records for Park96 administration.
- 3.8 The Board may amend the register from time to time of its own volition or upon presentation to the Board of acceptable evidence.

### **Rights of Members and Associate Members**

- 3.9 Each Member in Good Standing and Associate Member shall have access to and be entitled to the use of Park96 facilities, in common with all other Members in Good Standing and Associate Members, subject to suspension of such rights for:
- a) breach of any rule or regulation relating to the use and enjoyment of the Park96 facilities; or
  - b) default by the Member in payment of any fees, dues or other sum(s) owing to Park96.

## **IV. BOARD OF DIRECTORS**

- 4.1 The affairs of Park96 shall be managed by a Board of Directors consisting of not less than six (6) and not more than fifteen (15) Directors elected at the annual general meeting. Directors shall hold office until the annual general meeting the following year or until their resignation has been received. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.
- 4.2 The Board of Directors shall have the power from time to time and at any time, to appoint other person(s) as Director(s), either to fill a vacancy or as an addition to the Board so long as the total number of Directors does not exceed fifteen (15). Officers must be approved by a simple majority vote of the Board of Directors. So appointed Directors will only hold office until the next annual general meeting.
- 4.3 A Director must be a Member in good standing of Park96.
- 4.4 Directors shall not be paid any remuneration for their services.
- 4.5 A Director may resign his office by so notifying the Board of Directors.
- 4.6 A retiring Director shall be eligible for re-election.
- 4.7 A Director shall not behave in such a way as to reduce the ability of Park96 to operate effectively or to limit, obstruct, harass, or intentionally hinder any meetings or matters of business they are entitled to attend or be present at pursuant to these Articles.

### **Powers of Directors**

- 4.8 The management of the business of Park96 shall be vested in the Directors. The Directors shall exercise general supervision of the affairs of Park96 and may, from time to time, make and publish such rules, respecting the conduct of Members relating to the use and enjoyment of the Park96 facilities as may, from time to time, be necessary and all such rules shall be binding on the Members.
- 4.9 Subject to the prior approval of the Members as set out in Article 6.19, the Directors shall have the power from time to time to create and to subsequently increase or reduce fees relating to matters for the benefit of the Park96 facilities, including but not limited to maintenance, operation and physical improvements.
- 4.10 The Directors may, from time to time, at their discretion raise or borrow money for the purpose of Park 96 business in amounts in the aggregate not exceeding fifty thousand dollars (\$50,000).

### **Removal of a Director**

- 4.11 A Director may be removed before the expiration of the term of office either by:
- a) a resolution passed by not less than a seventy-five percent (75%) majority vote of the Board of Directors; or
  - b) a Special Resolution passed by the Members at a special meeting called for that purpose.

- 4.12 A Director may be removed from office for:
- a) holding any place of profit with Park96 or contracting with Park96 as a vendor or purchaser, where such relationship shall constitute a conflict of interest;
  - b) not being of sound mind;
  - c) being convicted of criminal activity; or
  - d) missing three (3) consecutive Board meetings, without due cause.
- 4.13 A Director whose activity is in question shall be given written notice of the pending vote regarding their expulsion. Such Member shall also be given an opportunity to speak in their own defense, should they so desire.

#### **Conflict of Interest**

- 4.14 No Director shall directly or indirectly receive compensation for or profit from the position as a Director. The activities of Park96 are carried on without purpose of gain for its Members and profits or other creations of the organization shall not be used to promote their personal objectives. Such action would constitute violation of the articles and justifiable reason for expulsion.
- 4.15 Directors and Committee Members are required to declare any conflict of interest or potential conflict or interest and will refrain from voting on resolutions concerning where they are in a conflict of interest.

#### **Board of Directors Meetings**

- 4.16 The Directors shall meet not less than seven (7) times per year.
- 4.17 A quorum for any meeting of the Directors shall be a majority of the Directors holding office at the time of such meeting.
- 4.18 Should the number of Directors at any time become less than the six (6) required to constitute a Board of Directors, the remaining Directors may act only for the purpose of increasing the number of Directors to six (6) or more or of summoning a special meeting, but for no other purpose.
- 4.19 Directors may by means of a resolution appoint a regular time and place for meetings and no further notice of such time and place shall be necessary. Until such time a resolution is passed, or should any change be made in the predetermined meeting schedule, Directors must be given notice of any Board meeting, including date, time and place, not less than seven (7) days prior to the scheduled meeting.
- 4.20 Immediately upon the conclusion of the annual general meeting, a meeting of the Directors shall be held and no notice of such meeting shall be necessary.
- 4.21 If the president is not present at any meeting at the appointed time, the vice president shall chair the meeting. In the absence of both the president and vice president, the meeting shall be chaired by the secretary. Should none of those officers be present, those Directors present shall choose someone of their number to chair the meeting.
- 4.22 Any Director may participate in a meeting of the Board of Directors by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A Director participating in a meeting pursuant to this article shall be deemed to be present in person at that meeting.
- 4.23 Questions arising at any meeting of the Board of Directors shall be decided by a simple majority vote.
- 4.24 Each Director shall be entitled to one (1) vote on each resolution. In the event of a tie vote, discussion will resume, followed by a second vote. Should the vote remain tied, the chair will be given the tie break vote.

- 4.25 Any resolution in writing, confirmed by all the Directors, without their meeting together, 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 in effect from the date of the confirmation of the last Director to confirm the resolution.

### **Committees**

- 4.26 The Directors may delegate any of their powers to committees. Any committee so formed shall conform to any regulations that may from time to time be imposed upon it by the Board of Directors.
- 4.27 The meetings and proceedings of any such committee shall consist of two (2) or more Directors plus such Member(s) as required or determined by the Board of Directors, and shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, including the appointment of a quorum, so far as the same are applicable and are not superseded by any regulations made by the Board of Directors for such purpose.
- 4.28 All acts done or resolutions passed at any meeting of a committee shall remain valid even in the event that following such a meeting the appointment of any Committee Member may have been found to be invalid.

### **Minutes and Minute Book**

- 4.29 The secretary will ensure the maintenance of the minute book(s) and list of motions of Park96 and will record or cause to be recorded in the minutes all proceedings of all meetings of the Members, Committees, and the Board of Directors. Copies of such minutes, signed by the president, shall be official evidence of the matters stated in such minutes.
- 4.30 The Directors shall ensure that minutes of all meetings shall duly record:
- a) all appointments of Directors and Officers;
  - b) the names of Directors present at each meeting of the Directors and committees;
  - c) all resolutions made by the Directors and committees; and
  - d) all resolutions and proceedings of general meetings.
- 4.31 All minutes, financial statements and other appropriate documents must be approved by means of a resolution passed by the Board of Directors before being distributed or entered into the minute book.
- 4.32 The minute book will contain at least the following information:
- a) Certificate of Incorporation;
  - b) The Articles of Association for Park96, current and up to date;
  - c) Copies of all resolutions altering the articles;
  - d) Copies of originals of all recorded minutes, documents, registers and resolutions required by law;
  - e) Original copies of all Financial Statements prepared;
  - f) Copies of all other documents directed to be inserted into the minute book by the Board of Directors; and
  - g) Copies of all rules passed by the Board of Directors respecting the conduct of Members relating to the use and enjoyment of the Park96 facilities.

## **V. OFFICERS**

- 5.1 The Officers of Park96 shall consist of the following:
- a) President;
  - b) Vice President;
  - c) Secretary;
  - d) Treasurer; and
- such other Officers as the Directors may from time to time appoint. 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.
- 5.2 The Officers shall be elected by the Board of Directors from amongst their number.
- 5.3 The Board may appoint a substitute or replacement for any of the Officers, as required.

## **VI. MEETINGS OF MEMBERS**

- 6.1 The annual general meeting for Park96 shall be held once in every calendar year within six (6) months of the year end.
- 6.2 A quorum for the annual general meeting shall be twenty (20) Members in Good Standing either personally present or represented by proxy.
- 6.3 The business of the annual general meeting shall include, but shall not be limited to:
- a) The president's report of the year's activities;
  - b) The treasurer's report including approval of the audited financial statement for the previous year and presentation of the operating budget for ensuing year;
  - c) Appointment of auditor(s) for ensuing year;
  - d) Reports from any committees;
  - e) Election of Directors; and
  - f) Special business or special resolutions provided requisite notice has been given.
- 6.4 The order of business of the annual general meeting shall be at the discretion of the Board of Directors provided that business and reports relating to the preceding fiscal year shall precede the election of the Directors and the appointment of the auditor(s).

### **Special Meeting of the Members**

- 6.5 The Board of Directors may call a special meeting of the Members at any time.
- 6.6 A special meeting of the Members shall be called by the Board of Directors, if requested to do so in writing by not less than seventy-five (75) Members. Any such request shall:
- a) be sent to the Park96 office;
  - b) state the general business to be conducted and the proposed text of any Special Resolution to be voted on at the meeting;
  - c) be signed by the Members requesting the meeting; and
  - d) may be in several documents in like form, each signed by one or more Members requesting the meeting.
- 6.7 No other business shall be dealt with at such a meeting.

- 6.8 A quorum for any special meeting of the Members shall consist of not less than twenty (20) Members in Good Standing and voting may be done in person or by proxy.

#### **Notices of Meetings**

- 6.9 Due notice of any meeting of the Members shall be given in writing to all Members in Good Standing at least twenty-one (21) days prior to the meeting, specifying date, hour and location for the meeting; and stating the general nature of the business of such meeting and the proposed text of any Special Resolution to be voted on at the meeting.
- 6.10 No unintentional error or omission in giving notice of any annual general meeting or special general meeting shall invalidate the meeting or make void any proceedings.
- 6.11 A Member may at any time waive notice of any meeting and may confirm any proceedings taken.
- 6.12 Any Member who is present in person or by proxy at a meeting shall be deemed to have waived notice of same.

#### **Proceedings at Members Meetings**

- 6.13 If within half an hour after the scheduled time for the meeting, a quorum is not present, the meeting shall stand adjourned to the same day of the next week at the same time and place. The adjourned meeting shall proceed with the number of Members present.
- 6.14 The president, or if absent the vice president, shall be entitled to take the chair at every general meeting. If there is no president or vice president or either shall not be present within fifteen (15) minutes after the appointed time for holding such a meeting, the Members shall appoint another Director as chair.
- 6.15 If there is no Director present or if all of the Directors present decline to take the chair, the Members present shall choose one of their number to chair the meeting.

#### **Adjournment of Meetings**

- 6.16 The chair of any meeting of the Members may, with the consent of the Members, adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **Voting of Members**

- 6.17 All Members in Good Standing present, in person or by means of a proxy, shall have one (1) vote. No Associate Members shall be entitled to vote in person or by proxy.
- 6.18 A proxy may be in any effectual form under the hand of the appointer or his attorney and need not be attested. All proxies shall:
- a) be submitted in writing only by a Member who is unable to attend the meeting;
  - b) be deposited in the Park96 Office or given to the President not less than twenty-four (24) hours before the scheduled meeting;
  - c) be limited to voting on the issues therein described; and
  - d) expire immediately upon adjournment of the meeting for which it was provided.
- 6.19 A Special Resolution is required for the following matters:
- a) Creation, or increase or reduction of fees relating to matters for the Park96 facilities; including but not limited to maintenance, operation, and physical improvements;



- b) Expenditures from the reserve fund in any one fiscal year exceeding the lesser of fifty thousand dollars (\$50,000) or twenty percent (20%) of the amount of the reserve fund as at the end of the immediate preceding fiscal year;
- c) Sale of assets valued at more than fifty thousand dollars (\$50,000);
- d) Any amendment to the Articles of Association (see Article XII);

All other resolutions require a simple majority vote.

- 6.20 Every matter to be voted on at a meeting shall be decided by a show of hands or secret ballot, as determined by the chair.
- 6.21 In the event of a tie vote, discussion on the issue in question will be re-opened followed by a second vote. Should a tie vote be repeated, the chair will be given the tie break vote.

## **VII. FINANCE, ACCOUNTS AND AUDIT**

- 7.1 The Board of Directors shall cause true accounts to be kept of the sums of money received and disbursed by Park96 and shall establish effective procedures governing the manner in which receipts, disbursements, sales, purchases, assets and liabilities and all other transactions affecting the financial position of Park96 are transacted and recorded.
  - a) All applicable financial revenues and expenses, including the annual homeowner fee of the Parkland Community Center Ltd., as required by taxation guidelines, shall be quoted net of any prevailing goods and services taxes, harmonized sales taxes, sales taxes and all applicable taxes are in addition thereto.
- 7.2 All monies of Park96 shall be deposited in a Canadian Schedule 1 bank and either a) held in a chequing or savings account, readily available for short-term needs of Park96, or b) invested in guaranteed investment certificates (GICs) or high-quality government or corporate bonds at minimal risk exposure with the objective of retaining long-term value against inflation for the future needs of Park96.
- 7.3 The books of account and accounting records shall be kept in the Park96 office and such other place(s) as the Board of Directors deems fit.
- 7.4 The books, accounts and records of Park96 shall be audited annually by a qualified auditor, approved by the Members at the annual general meeting.
- 7.5 An audited financial statement of the accounts for the previous year shall be submitted by the treasurer at the annual general meeting. The fiscal year of Park96 is January 1<sup>st</sup> to December 31<sup>st</sup>.
- 7.6 A copy of the audited financial statement for the preceding fiscal year shall be made available to Members at the Park96 office not less than ten (10) days prior to the annual general meeting.
- 7.7 All expenditures must be approved by the Board of Directors, but any expenditure may be approved by the acceptance and approval of an annual budget by the Board of Directors. A copy of the annual budget will be made available for information purposes at the Park96 office not less than ten (10) days prior to the annual general meeting.
- 7.8 At least three (3) Directors shall be authorized at all times to sign cheques issued for Park96 expenses, provided also that each cheque must be signed by at least two (2) of the three (3) Directors who have been given signing authority. No Directors shall sign a cheque for reimbursement of expenses made payable to themselves.
- 7.9 Any and all fundraising plans and any and all prospective contributors to Park96 require the approval of the Board of Directors, with such approval not being unreasonably withheld.

- 7.10 The Board of Directors shall ensure that accurate records are maintained for any outstanding fees, plus accrued interest.
- 7.11 The Board of Directors shall take all reasonable action, including legal action if required, to collect any and all outstanding debts to Park96.

#### **Reserve Fund**

- 7.12 The Board of Directors shall transfer funds to the Reserve Fund of Park96 to provide for future maintenance, improvement and contingencies relating to the Park96 facilities. The Board of Directors shall determine the timing and the amounts of such transfers based on a reasonable estimate of future expenses and will include any planned transfers in the annual budget.

#### **No Dividends**

- 7.13 Park96 is formed solely for the purpose of promoting recreation amongst its Members and it is the intention of Park96 to apply the profits, if any, or any other income of Park96 in promoting its objects, and as Park96 is not formed with gain as its object, no dividend whatsoever and no part of the income of Park96 shall be divided among, payable to, or be available for the personal benefit of any Member of Park96.

### **VIII. ANNUAL FILING**

- 8.1 The Board will ensure the corporate annual return and supporting documentation is filed annually.

### **IX. INSPECTION**

- 9.1 The books and records of Park96 may be inspected by any Member at the annual general meeting or at any other time at the Park96 office upon giving reasonable notice and arranging a time satisfactory to the office manager or other person designated by the Board of Directors. Each Director shall, at all times, have reasonable access to such books and records.

### **X. SEAL**

- 10.1 Park96 shall have a corporate seal, which shall only be used with prior approval of the Board of Directors.

### **XI. INDEMNITY AND INSURANCE**

- 11.1 The Directors of Park96 shall be indemnified and held harmless by Park96 and shall not be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto.

- 11.2 The Directors of Park96 shall not be under any personal duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name of, or on behalf of Park96.
- 11.3 Every Director of Park96 (in their capacity as Directors of Park96) and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and held harmless from and against:
- a) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs, or any action, suit or proceeding which is brought, commenced or prosecuted against the director for any act, deed, matter or thing whatsoever, made, done or permitted by the director, honestly, and in good faith, in or about the execution of the duties of the office or in respect of any such liability; and
  - b) All costs, charges and expenses sustained or incurred in, about or in relation to the affairs thereof.
- 11.4 The Board of Directors shall ensure that adequate insurance is available to provide sufficient protection from liability for all Directors and to protect the financial viability of Park96.

## **XII. NOTICES**

- 12.1 Any official notice to Members shall be delivered by way of email or other electronic method, excepting that alternative means of delivery of such notice maybe be determined by a Member at any time. If such notice to such persons cannot be delivered by way of email or other electronic method, or if no digital address of the intended recipient Member is known or has not been provided or has not been consented to use for service, such notice may be posted in the Park Office and shall be deemed to have been served on such persons commencing on the date which the notice was so posted. Any notice served by the Park by way of electronic method is presumed to have been served upon electronic submission by the Park.
- 12.2 Such notice shall be deemed to have been given on the date delivered or posted.
- 12.3 The original copy of the notice must be signed by the president. Members will receive duplicate copies of such notice.

## **XIII. ALTERATION OF THE ARTICLES**

- 13.1 The articles of Park96 shall not be rescinded, amended, altered or added to except by a Special Resolution passed by the Members at the annual general meeting or a special meeting called for that purpose.
- 13.2 Written notice of proposed amendments to the articles shall be sent to all Members no later than twenty-one (21) days prior to the meeting scheduled to vote on such resolution.
- 13.3 The Board of Directors shall have the power and authority to make changes to any article or rule relating to grammar, spelling, punctuation or phrasing as the Board, at its discretion, deems necessary, provided that such changes shall not in any way affect the substantial meaning or intent of such article.