

BY-LAWS  
OF  
SENIORS HOUSING SOCIETY OF ALBERTA

ARTICLE 1 – MEMBERSHIP

- 1.01 The membership of the Society shall be such individuals and organizations as, upon application, are admitted as members of the society by a favourable vote passed by a majority of the directors at a regular meeting
- 1.02 Upon approval, by the Board of Directors, and payment of the annual membership fee as set by the Board of Directors, a seniors housing organization may become a voting member.
- 1.03 Upon approval by the Board of Directors, and payment of an annual fee as set by the Board of Directors, any organization or individual interested in seniors housing may become a non-voting associate member.
- 1.04 Any member may withdraw from the Society by delivering to the secretary of the Society a written resignation.
- 1.05 The membership in the Society of any member may be terminated:
- (a) By a resolution of the members to that effect passed in a general meeting called for that purpose
  - (b) By a resolution of the Board of Directors to that effect if the member is in arrears with respect to any annual membership fee, any subscription or indebtedness due the society.
- 1.06 Any member who resigns, withdraws or is expelled from the society shall forthwith forfeit all rights, claims and interest arising from an association with membership in the society.
- 1.07 All members shall have the right to attend any meeting of the Society.
- 1.08 All members are responsible for acting in accordance with the by-laws and objectives of the Society.

ARTICLE II – MEETING OF THE SOCIETY

- 2.01 An annual general meeting shall be held in each calendar year on a day fixed by the Board of Directors

- 2.02 Notice of the time and place of all meetings and the general nature of the business to be transacted shall be given to each member by mailing or delivering the same at least seven days before the holding of the meeting, to his last address as shown on the records of the society except for the annual general meeting for which notice shall be given fourteen (14) days in advance.
- 2.03 Five voting members of the society, present in person, shall constitute a quorum at any meeting of the society. Each full member in good standing present at a meeting shall have one (1) vote and in case of ties, the chairman of the meeting shall have a second or deciding vote. Voting shall be by a show of hands, unless a majority of the members present shall otherwise determine.
- 2.04 A special meeting of the society may be called by the chairman of the Board of Directors or by a resolution of the Board of Directors at any time. In addition, the chairman or the vice-chairman shall call a special meeting within one (1) month of the receipt of a written request for the same signed by at least 10%, minimum 3, members of the society and setting forth the business to be dealt with at the requested meeting.
- 2.05 The voting representative shall be decided by the member.
- 2.06 Motions may be passed by a simple majority except special resolutions as defined by the Societies Act.
- 2.07 The Chairman may conduct any meeting according to any rules he deems fair unless challenged in which case Robert's Rules of Order shall be used.
- 2.08 All voting must be done in person

### ARTICLE III – BOARD OF DIRECTORS

- 3.01 The property and affairs of the society shall be managed by a board of up to nine directors in which shall be vested full control of the revenues and expenditures of the society. Three (3) shall constitute a quorum at meetings of the directors.
- 3.02 The directors may exercise all such powers and do all such acts and things as may be exercised or done by the society that are not contrary to (1) the application of the society, (2) the by-laws of the society, (3) the laws of the land or (4) a direction from a meeting of the members.
- 3.03 A director must be a senior employee or a board member of a voting member of the society. A director shall cease to be a director upon:
- (a) ceasing to be a senior employee or a board member of a voting member of the society.

- (b) delivery of a written resignation to the chairman or secretary of the society
  - (c) a resolution that they be removed from office being passed by a special resolution at a general meeting of which notice specifying the intention to propose such resolution has been given.
- 3.04 Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remains in office, be filled by the directors, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting to fill the vacancy.
- 3.05 Meetings shall be held at such times and at such places and upon such notice as the directors may from time to time determine.
- 3.06 Questions at any meeting of the Board shall be decided by a majority of votes. The chairman shall have a vote only in the case of a tie.
- 3.07 A resolution in writing signed by all the directors personally shall be valid and effectual as if it had been passed at a meeting of directors fully called and constituted.
- 3.08 Directors, as such, shall not receive any remuneration for their services but, by resolution of the Board, the expenses of their attendance may be allowed for their attendance at each meeting of the Board; provided that nothing herein contained shall be construed to preclude any directors from serving the society as an officer or in any other capacity and receiving compensation therefore.
- 3.09 No accidental error or omission in giving notice of a meeting of directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 3.10 The president, vice-president, secretary, treasurer and up to 4 members at large shall be elected at each annual general meeting and together with the immediate past president shall form the Board of Directors. The President and Vice-President shall be the Chairman and Vice-Chairman of the Board.
- 3.11 The entire Board of Directors, except the President, shall retire at each annual general meeting, but shall be eligible for re-election if otherwise qualified. The President shall retire on the third annual general meeting since their election, but shall be eligible for re-election if otherwise qualified.

The election shall be by a show of hands unless a secret ballot is demanded by any member.

At any annual general meeting at which an election of directors ought to take place, if such election does not take place, the retiring directors shall continue in office until directors have been elected at

a subsequent general meeting or until the annual general meeting in the next year, and so on from time to time until such election takes place or the successors of the retiring directors are elected or appointed.

3.12 The Board of Directors may fill any vacancy on the Board or amongst the officers.

3.13 The liability of the members and directors is limited.

#### ARTICLE IV - OFFICERS

4.01 The officers of the society shall be President, Vice-President, Secretary and Treasurer. One individual can serve as more than one office except President and Vice-President.

4.02 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. The remuneration of all such agents and employees shall be fixed by the Board of Directors

4.03 The chairman shall, when present, preside at all meetings of the members of the society and of the Board of Directors. During the absence or inability of the chairman, his duties and powers may be exercised by the vice-chairman or during the absence or inability of the vice-chairman, such other director as the Board may from time to time appoint for the purpose. If the vice-chairman or such other director exercises any such duty or power, the absence or inability of the chairman shall be presumed with reference thereto.

4.04 The duties of all officers of the society shall be such as the terms of their engagement call for or the Board of Directors requires of them.

4.05 The Board of Directors may prescribe that any director or employee of the society (whether handling money or securities of the society or not) shall be bonded in such an amount as the Board of Directors may determine.

#### ARTICLE V – BORROWING

5.01 The Board of Directors may from time to time borrow money in any manner and in such amount as they may think proper, and may cause to be exercised mortgages and pledges of the real and personal property and rights of the society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, provided that debentures shall not be issued without the sanction of a special resolution of the society.

#### ARTICLE VI – FISCAL YEAR AND ACCOUNTS

- 6.01 The fiscal year of the society shall end May 31 of each year
- 6.02 The Treasurer shall provide, to each member, within a reasonable time after the fiscal year-end, a financial statement prepared in accordance with generally accepted accounting principles.
- 6.03 An auditor shall be appointed at the annual general meeting but failing that the Board of Directors may appoint an auditor.
- 6.04 The Treasurer shall see that a proper set of books of account are kept.

#### ARTICLE VII – CUSTODY AND USE OF THE SEAL OF THE SOCIETY

- 7.01 The Board of Directors may adopt a seal which shall be the common seal of the society.
- 7.02 The common seal of the society shall be under the control of the secretary of the society. It shall not be affixed to any document except in the presence of:
- (a) any two (2) of the chairman, vice-chairman, secretary or treasurer; or
  - (b) any one (1) of the officers listed in 4.01 above together with any one (1) director;
- and such persons so present shall sign every document to which the seal of the society is affixed.

#### ARTICLE VIII – AMENDMENT OF BY-LAWS

- 8.01 The by-laws of the society shall not be rescinded, altered or added to except by special resolution of the society as defined in the Societies Act.

#### ARTICLE IX – PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS AND OTHER BOOKS AND RECORDS

- 9.01 The secretary, or some other officer specially charged by the Board of Directors with that duty, shall maintain and have charge of the minute books of the society and shall record or cause to be recorded therein minutes of all proceedings of all meetings of members and directors.
- 9.02 The directors shall see that all necessary books and records of the society required by the by-laws of the society or by any applicable statute of law are regularly and properly kept.

- 9.03 Records related to financial transactions of the society and the minutes of all meetings of the society shall be available for inspection by the members at all reasonable times at the place where such minutes and records are ordinarily kept. Any member wishing to inspect the same shall apply in writing to the secretary, who shall arrange a convenient time for such inspection within five (5) days from the receipt of such application.

#### ARTICLE X – RULES AND REGULATIONS

- 10.01 The Board of Directors may prescribe such rules and regulations as are not inconsistent with these by-laws, relating to the management and operation of the society as they deem expedient, provided that such rules and regulations may be revoked by a majority vote of the members at any annual meeting of the society.
- 10.02 The Board of Directors shall be empowered to make rules and regulations, which are not inconsistent with existing laws and statutes, for all projects under the Society's control.

#### ARTICLE XI – NOMINATING COMMITTEE

- 11.01 There shall be a nominating committee consisting of three (3) members of the society appointed by the directors.
- 11.02 The nominating committee shall present, at the annual general meeting of the society, where elections are to be held, the nominations for elective positions. Any member of the society may present additional nominations provided he has the written consent of the person nominated to serve if elected.

#### ARTICLE XII – INVESTMENTS

- 12.01 The directors shall have power to invest the funds of the society in securities in which trustees are for the time being authorized by law to invest.

#### ARTICLE XIII - INTERPRETATION

- 13.01 In these by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

The directors may exercise all such powers and do all such acts and things as may be exercised or done by the society that are not contrary to (1) the application of the society, (2) the by-laws of the society, (3) the laws of the land or (4) a direction from a meeting of the members.

13.02 Any reference to “in person” in the Bylaws shall be interpreted to include those attending virtually or electronically via technology approved for their attendance by the Board.

13.03 Any reference to “mail” in the Bylaws shall be interpreted to include electronic mail.

Dated this 28<sup>st</sup> day of August, 2023.

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*Signature*

*Dawn Harsch, President*

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**Signature**

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