



AURORA

**EDMONTON AURORA
RESIDENTS ASSOCIATION**

**NOTICE OF MEETING
AND
INFORMATION CIRCULAR
2023**



November 17, 2023

Members of the Edmonton Aurora Residents Association
Aurora Edmonton, Alberta

Dear Members:

**RE: Notice of the 2023 Annual General Meeting
Thursday December 7th, 2023 @ 6:00 PM
The Orchards Residents Association
4059 Orchards Drive SW Edmonton, AB**

Enclosed please find the Notice of the 2023 Annual General Meeting (AGM) for the Edmonton Aurora Residents Association, the President's report, the Information Circular, including a copy of a proposed Special Resolution, and a Proxy Form.

Please review the enclosed information and plan to attend the AGM or submit your proxy form, as indicated. The AGM will be held on Thursday December 7th, 2023 @ 6:00 PM at The Orchards Residents Association, 4059 Orchards Drive SW Edmonton, AB.

Please assist your Board of Directors by attending the AGM or sending in your proxy form.

Please note that the Edmonton Aurora Residents Association currently has vacancy for up to Five (5) Resident Directors. If you are interested in being nominated for the Board of Directors, or have any questions about the enclosed, please contact Triona Cosgrave by e-mail at triona@cosgravemanagement.com

On behalf of your Board of Directors, we look forward to your participation.

Yours truly,

EDMONTON AURORA RESIDENTS ASSOCIATION

PAUL	SHELLEY	TERRI	AMIT
ROSICH	WILKES	REID	MALHORTA
President	Vice President	Vice President	Secretary/Treasurer



NOTICE OF THE EDMONTON AURORA RESIDENTS ASSOCIATION
2023 ANNUAL GENERAL MEETING OF MEMBERS

Please take notice that the 2023 Annual General Meeting of the Members of the **EDMONTON AURORA RESIDENTS ASSOCIATION** (the "Society"), will be held at **The Orchards Residents Association, 4059 Orchards Drive SW Edmonton, AB** on **Thursday December 7th, 2023 @ 6:00 PM (MST)** for the following purposes:

- 1) To receive the Report of the President of the Society;
- 2) To receive the audited Financial Statements for the fiscal year ended December 31, 2022;
- 3) To establish the number of Directors to hold office until the next Annual General Meeting and elect such Directors;
- 4) To rescind and replace the Bylaws of the Association as proposed in the attached Special Resolution;
- 5) To appoint an Auditor of the Society;
- 6) To transact such other business as may properly come before the Meeting or any adjournment thereof.

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR ACSOCIETYING THIS NOTICE.

Dated at Edmonton, Alberta this 17th day of November 2023.

BY ORDER OF THE BOARD OF DIRECTORS

DocuSigned by:

Paul Rosich

169282A277D34EF

PAUL ROSICH, President

TO ALL MEMBERS:

IF YOU ARE UNABLE TO ATTEND THIS MEETING, PLEASE COMPLETE THE ACCOMPANYING PROXY FORM AND RETURN AS INDICATED IN THE INSTRUCTIONS FOR PROXY FORMS INCLUDED IN THIS PACKAGE.



**EDMONTON AURORA RESIDENTS ASSOCIATION
ANNUAL GENERAL MEETING**

Thursday December 8th, 2022 @ 6:00 PM

The Orchards Residents Association, 4059 Orchards Drive sw, Edmonton

Meeting Minutes

1. President of the Board of Directors Paul Rosich acted as Chair of the meeting. The Annual General Meeting was called to Order at 6:12 p.m.
2. The Chair asked Shelley Wilkes to act as Secretary of the meeting, with the consent of the Voting Members. As there was no objection, the Chair appointed Shelley Wilkes as Secretary.
3. The Chair requested Triona Cosgrave to act as Scrutineer for the meeting, with the consent of the Voting Members. As there was no objection, the Chair appointed Triona Cosgrave as Scrutineer.
4. The Chair stated that unless otherwise specified, all issues and Resolutions to be approved by the Voting Members are by way of ordinary resolution, which requires the majority of the Voting Members present in person or by proxy, voting in favour.
5. The Chair asked for a motion dispensing with reading of the Notice calling the meeting. Mark Bradbury moved. Amit Malhotra seconded the motion. The Chair declared the motion carried.
6. The Secretary Shelley Wilkes provided proper proof of mailing the Notice of the Meeting to the Members.
7. The Chair then stated that Pursuant to the Articles of Association of the Association, A quorum for the Annual General Meeting of the Association shall be the attendance of Five (5) or more persons collectively entitled to cast Five (5) or more votes. The Chair asked the Scrutineer for her report. The Scrutineer reported that there were 12 Voting Members either present at the meeting or represented by proxy. Specifically, there were 2 Voting Members represented in person at the meeting, and 5 represented by proxy.
8. The Chair declared the meeting to be duly called and properly constituted for business.
9. The Chairman asked for a motion to dispense with reading of the Presidents' Report for the January 1st to December 31st, 2022, also appended to the Notice of Meeting and Information Circular. Mark Bradbury moved that the reading of the Director's Report be dispensed with. Amit Malhotra seconded the motion. The Chair declared the motion carried.
10. The Chair then proposed to receive, as information, the audited Financial Statements of the Association for the year ended December 31, 2021. Triona Cosgrave then reviewed the 2021 audited Financial Statements and answered related questions.
11. The Chair indicated that the next item of business was the election of Directors. The Chair stated that seven (7) Directors be elected and serve until the next Annual General Meeting of the Association. The Chair asked for a motion to this effect. Mark Bradbury moved that up to seven (7) Directors be elected to serve until the next Annual General Meeting of the Association. Amit Malhotra seconded the motion. The Chair declared the motion carried.
12. The Chair stated that the following members in good standing put their names forward to be nominated to serve as Resident directors on the board of directors:
 - Paul Rosich
 - Shelley Wilkes
 - Mark Bradbury
 - Amit Malhotra
 - Terri Reid
 - Aboli Kulkarni
13. The Chair then asked for a motion to nominate the persons named for election to the board. Mark Bradbury so moved. Amit Malhotra seconded the motion. The Chair declared the motion carried.
14. The Chair then asked for a motion that nominations be closed. Kenneth Shapka moved that the nominations for Directors be closed. Mark Bradbury seconded the motion. The Chair declared the motion carried.

15. The Chair then declared that the following members would be elected to serve on the Edmonton Aurora Residents Association Board of Directors for a one-year term, or until their successors are elected or appointed.
- Paul Rosich
 - Shelley Wilkes
 - Mark Bradbury
 - Amit Malhotra
 - Terri Reid
 - Aboli Kulkarni
16. The Chair then asked for a motion to elect as Directors, the persons nominated, and who had received the most votes from the ballot, to hold office for a one-year term or until their successors are elected or appointed. Kenneth Shapka so moved. Mark Bradbury seconded the motion. The Chair declared the motion carried.
17. The Chair then stated that the next item on the agenda was the appointment of the Auditor. The Chair asked for a motion that the Board of Directors appoint Cass & Fraser as Auditor for the fiscal period ending December 31, 2022, and that the Directors be authorized to fix remuneration. Mark Bradbury so moved. Amit Malhotra seconded the motion. The Chair declared the motion carried.
18. The Chair then asked if there was any further business to transact at the Annual General Meeting of the Association. There was none.
19. The Chair then asked for a motion to terminate the meeting.
20. At 6:40 p.m. Aboli Kulkarni moved that the meeting be terminated. Mark Bradbury seconded the motion. The Chair declared the motion carried, and the meeting adjourned.



Shelley Wilkes Secretary



AURORA
Edmonton Aurora Residents Association
President's Report
January 2023 - December 2023

Overview

The Edmonton Aurora Residents Association (EARA) was incorporated as a non-profit society on February 8th 2012, registered under the Societies Act of Alberta.

The purpose of the EARA is to maintain for the benefit of its members, various subdivision features and amenities within the Community of Aurora.

The EARA is currently managed and administered by Cosgrave Consulting & Management Ltd, at the direction of the Board of Directors, who are elected from the community residents.

The Board recommends a maximum of five (5) Board members be made up of resident members, in good standing, of the community.

The Board will meet quarterly to:

- Facilitate and promote the objects of the EARA.
- Maintain and properly protect the assets and properties of the EARA.
- Be the voice of their fellow residents for EARA related issues.

Financial

The annual operating costs of the EARA - including the various subdivision features/amenities, is the responsibility of the Members through the payment of mandatory fees, pursuant to a Rent Charge Encumbrance registered on each lot title in Aurora. 2018 was the first year fees were levied for the Association.

After careful review of the 2024 operating budget, the EARA Board of Directors unanimously agreed not to increase fees and approved to set 2024 Fees at \$100 + GST = \$105 per standard lot. The Fiscal year is January 1st to December 31st.

A copy of the 2024 Operating Budget and previous Budgets and audited financials are available for review online at <http://auroraedmonton.com/>.

The enclosed Audited Financial Statements are prepared up to December 31st, 2022.

Appointment of Auditor

The Board of Directors proposes to appoint Cass & Fraser Chartered Professional Accountants as Auditor for the Society for the 2023 Fiscal Year.

We would like to thank and acknowledge the governance and the commitment from our volunteer resident Directors during the 2023 year.

Respectfully submitted on the 17th day of November 2023

PAUL	SHELLEY	TERRI	AMIT
ROSICH	WILKES	REID	MALHORTA
President	Vice President	Vice President	Secretary/Treasurer

Edmonton Aurora Residents Association

FINANCIAL STATEMENTS

DECEMBER 31, 2022

Edmonton Aurora Residents Association

DECEMBER 31, 2022

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Cass & Fraser
Chartered Professional
Accountants

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Edmonton, Alberta
T5J 3S9

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Facsimile: (780) 448-1868

edmonton@cassfraser.ca
www.cassfraser.ca

INDEPENDENT AUDITORS' REPORT

To the Owners of Edmonton Aurora Residents Association:

Opinion

We have audited the accompanying financial statements of the Edmonton Aurora Residents Association, which comprise the statement of financial position as at December 31, 2022, and the statements of operations and changes in fund balances for the operating fund, and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2022, and the results of its operations and cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located on our website at: www.cassfraser.ca/responsibilities-of-an-auditor. This description forms part of our auditor's report.

Cass & Fraser Chartered Professional Accountants

Edmonton, Alberta
March 31, 2023

Edmonton Aurora Residents Association

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

	2022	2021
Current Assets		
Cash	\$ 46,842	\$ 187,690
Accounts receivable	2,796	2,084
Prepaid expenses	3,250	-
Short term investments <i>(note 5)</i>	100,318	-
	<u>\$ 153,206</u>	<u>\$ 189,774</u>
Current Liabilities		
Accounts payable	\$ 1,872	\$ 6,829
GST payable (credit)	(2,112)	7,945
Prepaid fees	39,375	4,823
	<u>39,135</u>	<u>19,597</u>
Net Assets		
Operating fund	114,071	170,177
	<u>\$ 153,206</u>	<u>\$ 189,774</u>

Edmonton Aurora Residents Association

STATEMENT OF OPERATIONS AND CHANGE IN FUND BALANCE OPERATING FUND

FOR THE YEAR ENDED DECEMBER 31, 2022

	2022 Budget	2022 Actual	2021 Actual
	<i>(note 4)</i>		
Revenues			
Membership fee	\$ 104,100	\$ 93,855	\$ 90,339
Other	-	1,287	797
Interest	-	406	91
	104,100	95,548	91,227
Administration			
Bank charges	3,000	2,881	2,407
Community event costs	-	16,422	2,844
Management fees	18,000	25,500	17,375
Office expenses	3,700	5,085	4,210
Professional fees	15,000	2,400	4,973
Website	4,800	4,376	4,574
Utilities	4,500	7,318	5,243
Repair and maintenance			
Architectural controls	-	6,410	-
Landscaping	-	8,615	-
Fence painting	30,000	65,775	-
Fountain repairs	10,000	3,692	21,598
Other			
Insurance	10,000	3,180	6,800
	99,000	151,654	70,024
Revenues over expenses	\$ 5,100	(56,106)	21,203
Operating fund balance at beginning of year		170,177	148,974
Operating fund balance at end of year		\$ 114,071	\$ 170,177

Edmonton Aurora Residents Association

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

	2022	2021
Cash flows from operating activities		
Association fees	\$ 125,820	\$ 96,781
Interest and investment income	88	91
Other revenues	1,287	797
Cash paid to suppliers	(168,043)	(64,938)
Net cash provided by (used in) operating activities	(40,848)	32,731
Cash flows from investing activities		
Net redemption (purchase) of GICs	(100,000)	-
Increase (decrease) in cash	(140,848)	32,731
Cash, beginning of year	187,690	154,959
Cash, end of year	\$ 46,842	\$ 187,690
Cash and cash equivalents are comprised of:		
Cash	\$ 46,842	\$ 187,690

Edmonton Aurora Residents Association

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2022

1 Purpose and Income Tax Status

Edmonton Aurora Residents Association (The "Association") is a home owners' association registered under the Societies Act of Alberta. Its function is to regulate the use of the property and to provide repairs, maintenance and other services to the common housing areas, located in Edmonton, Alberta.

The Association is a not-for-profit corporation under the Income Tax Act, and is therefore exempt from income taxes.

2 Significant Accounting Policies

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations. Significant accounting policies are described below.

(a) Fund Accounting

The Operating Fund accounts for the Association's operating and administrative activities.

The Capital Replacement Reserve Fund reports the amounts that are set aside and used for future costs of major repairs and replacements.

(b) Revenue Recognition and Transfers to the Reserve Fund

Association fees related to general operations are recognized as revenue of the operating fund as billed to the owners by the Association. Billings consist of monthly charges based on the annual budget approved by the Board of Directors. All expenses are recognized as incurred.

(c) Contributed Services

Volunteer services contributed on behalf of the Association are not recognized in these financial statements due to the difficulty in determining their fair value.

(d) Capital Assets

Association units and real property directly associated with those units are not considered to be capital assets of the Association.

Capital assets purchased by the Association are amortized on a straight line basis over the useful life of the assets.

(e) Cash and Cash Equivalents on the Statement of Cash Flows

Cash and cash equivalents include bank balances and cash held. Short term money market funds are not included as these are considered to be investments.

Edmonton Aurora Residents Association

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2022

(f) Use of Estimates

The preparation of financial statements in conformity with Canadian accounting standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3 Financial Instruments and Risk Management

(a) Financial Instruments

The Association initially measures its financial assets and financial liabilities at fair value. It subsequently measures all its financial assets and financial liabilities at amortized cost, except for marketable securities quoted in an active market, which are measured at fair value.

The financial assets subsequently measured at amortized cost include cash, cash investment certificates, and accounts receivable. There were no financial assets subsequently measured at fair value. The financial liabilities measured at amortized cost include accounts payable and GST payable.

(b) Credit Risk

The Association does not have a concentration of credit exposure with any one party. The Association does not consider that it is exposed to undue credit risk. Credit risk includes the risk that owners will fail to pay their fees.

(c) Interest Rate Risk

The investments of the Association are subject to interest rate risk because changing interest rates impact the market value of the fixed rate investments.

(d) Liquidity Risk

Liquidity risk is the risk that the Association may not be able to meet its ongoing commitments to repair, replace and maintain the common property of the Association.

Edmonton Aurora Residents Association

NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2022

(e) Risk Management

The Association manages its credit, liquidity and cash flow risk by restricting investments to a diverse range of government and corporate preferred shares and fixed income securities.. As it is the Association's expectation to hold its investments to maturity, its cash flows are exposed to minimal interest rate and liquidity risk. The Association has the power to place caveats on titles which significantly mitigates credit risk. The Association manages liquidity risk by preparing an annual budget in consideration of the results of its reserve fund study, and may increase fees and assess special levies to ensure it has sufficient funds.

4 Budget Amounts

The 2022 budget amounts are presented for information purposes only. They were approved by the Board of Directors and are unaudited.

5 Short Term Investments

Investments consists of four guaranteed investment certificates held by the ATB Financial with the interest rate of 0.35% and maturity date on February 2, 2023.

6 Comparative Figures

Certain comparative figures have been reclassified to conform to the current year's presentation.

7 Approval of Financial Statements

These financial statements have been approved by the Board of Directors.

EDMONTON AURORA RESIDENTS ASSOCIATION 2023 INFORMATION CIRCULAR
GENERAL INFORMATION & PROXY STATEMENT



SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by management of the EDMONTON AURORA RESIDENTS ASSOCIATION (the "Society") for use at the 2023 Annual General Meeting (the "Meeting") of Members of the Society to be held at **The Orchards Residents Association, 4059 Orchards Drive SW Edmonton, AB, on Thursday December 7th, 2023 @ 6:00 PM.** All expenses incurred in connection with the solicitation of proxies will be borne by the Society. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Society.

APPOINTMENT AND REVOCATION OF PROXIES

Each Member entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Member or his attorney, authorized in writing, appoint a proxy to attend and vote on his/her behalf at the Meeting. In order to be acted upon at the Meeting, a form of proxy must be returned as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package. A Member may revoke a form of proxy previously given by returning another proper form of proxy bearing a later date than the previously given form of proxy as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package.

EXERCISE OF DISCRETION BY PROXY

Proxies will be voted or withheld from voting in accordance with the Member's instructions contained therein. The form of Proxy also confers authority on the persons named therein to vote with respect to any other matters which may properly be brought before the Meeting. At the date hereof, management knows of no other such matters.

VOTING BY MEMBERS

Only Members of record in good standing at the close of business on November 17, 2023 are entitled to vote at the Meeting, each Member being entitled to one (1) vote. Members are defined in the Articles of Association (the "Articles") of the Society as restricted to Residents and Rental Project Owners.

Where there is more than one owner of a property, there shall be only one Member who shall be the person designated as the Member by all the owners of the property. In the absence of such designation, the first person named as owner in the Certificate of Title or as Purchaser in an Agreement for Sale, shall be the Member.

Where a residential property is occupied by a tenant, such tenant may be designated as the Member by and instead of the owner of such property.

Where a rental project is involved, the registered owner shall be the Member and notwithstanding how many tenants are residing in the rental project, it shall have only one (1) vote.

As at the close of business on **November 17, 2023** the Society had **956** members in good standing.

ELECTION OF DIRECTORS

At the Meeting, it is proposed that the total number of Directors for the Society be established as no more than **FIVE (5)** until the next Annual General Meeting. The following persons are the current Directors of the Society:

NAME	PERIOD SERVED AS DIRECTOR OF THE SOCIETY
Paul Rosich (President & Resident Director)	5 years
Shelley Wilkes (Vice-President & Resident Director)	2 years
Terri Reid (Vice-President & Resident Director)	1 year
Amit Malhorta (Secretary/Treasurer & Resident Director)	1 year

It is proposed that seven (7) Resident Members be elected at the AGM in accordance with the Articles of Association.

EDMONTON AURORA RESIDENTS ASSOCIATION 2023 INFORMATION CIRCULAR
GENERAL INFORMATION & PROXY STATEMENT



Nominations will also be sought at the meeting for Directors from the Members. Individuals should be aware of the fiduciary responsibilities of Director's generally. Members interested in standing for election at the meeting are invited to contact Triona Cosgrave in advance of the meeting by e-mail at triona@cosgravemanagement.com

The term of office for each person is a one-year term and shall be from the date of the Meeting until the next Annual General Meeting of Members or until his/her successor is elected or appointed.

DIRECTORS COMPENSATION - Nil
PENSION PLAN - Nil
EXECUTIVE COMPENSATION AND PLANS - Nil
INCENTIVE SHARE OPTION PLAN FOR OFFICERS AND KEY EMPLOYEES - Nil

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

The three (3) resident Directors are volunteer directors, who are responsible for the operations and management of the Aurora Amenities. As operator of the Aurora Amenities, the Board approves the operating budget for their proper operation.

APPOINTMENT OF AUDITORS

Management proposes that Cass & Fraser Chartered Professional Accountants be appointed as Auditor of the Society and that the Directors be authorized to approve their remuneration.

"SPECIAL RESOLUTION


It is proposed that the Company rescind its existing Bylaws and replace them with new Bylaws as further outlined in Schedule 1, attached hereto.

Amendments to the Articles require approval of the Members by Special Resolution pursuant to section 15(1) of the *Societies Act*, RSA 2000, c C-21. The text of the Special Resolution is attached as Schedule 1 to this Information Circular.

CERTIFICATE

The foregoing contains no misstatement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

BY THE ORDER OF THE BOARD OF DIRECTORS

DocuSigned by:

169282A277D34EF...
PAUL ROSICH, PRESIDENT

The management of the Society knows of no amendment, variation or other matters to come before the Annual General Meeting of Members other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgement of the person or persons voting such proxy.

BY THE ORDER OF THE BOARD OF DIRECTORS

DocuSigned by:

169282A277D34EF...
PAUL ROSICH, President

EDMONTON AURORA RESIDENTS ASSOCIATION 2023 INFORMATION CIRCULAR
GENERAL INFORMATION & PROXY STATEMENT

SCHEDULE 1



Members' Special Resolution Approving Amendment of Bylaws

**The Edmonton Aurora Residents Association
(the "Association")**

WHEREAS:

- A. The members of the Association wish to rescind the current bylaws of the Association (the "Bylaws") outlining the governance procedures and regulations of the Association and replace it with a new Bylaw as in the form attached hereto as Schedule "A".
- B. Pursuant to Section 15(1) of the *Societies Act*, RSA 2000, c C-21 (the "Act"), a company may rescind, alter or add to its Bylaws, by special resolution of the Association.
- C. Pursuant to Section 1(d) of the Act, the special resolution would require the approval of at least 75% of the members entitled to vote, that do in fact vote, at a general meeting in order to be passed.

NOW THEREFORE BE IT RESOLVED THAT, as a special resolution of the members of the Association:

- 1. The current Bylaw of the Society be and is hereby rescinded.
- 2. The adoption of a new Bylaw of the Association, relating generally to the transaction of the business and affairs of the Association, in the form attached hereto as Schedule "A", be approved and is hereby enacted as the Bylaw of the Association.
- 3. The President and Secretary of the Corporation are hereby authorized and directed to sign the Bylaw to evidence the enactment thereof by the members.

SCHEDULE A

**A BYLAW RELATING GENERALLY TO THE TRANSACTION OF
THE BUSINESS AND AFFAIRS OF THE**

EDMONTON AURORA RESIDENTS ASSOCIATION

PART I: INTERPRETATION, DEFINITIONS, AND INCORPORATION OF RESIDENTS' COVENANTS.

1. These Bylaws shall be construed with reference to the provisions of the *Societies Act*, R.S.A. 2000, c. S-14, as amended from time to time (or any subsequent governing legislation), and terms used in these Bylaws shall be taken as having the same respective meanings as they have when used in that Act. Notwithstanding anything else herein contained, these Bylaws shall be read subject to the restrictions upon their scope and effect contained in the ~~Societies Act~~ Act and other applicable statutes and rules of law and equity, and any provisions herein repugnant to such restrictions shall, wherever possible, be severed from these Bylaws to the extent necessary, in order that the rest may stand.
2. In the interpretation of these Bylaws (including this Article 2), except where excluded by the context,
 - a. ~~words importing the singular number shall also include the plural, and vice-versa;~~
 - b. ~~words importing the masculine gender shall also include the feminine~~feminine, and;
 - a. where the context requires, a reference to one gender means the other or neuter gender; a reference to a single number means the plural, and vice-versa; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative;
 - e.b. ~~words importing persons shall include corporations, a reference to "hereto", "hereof", "herein", "hereby", "hereunder" and similar expressions refers to these Bylaws only;~~
 - c. a reference to "these Bylaws" is a reference to the entire Bylaws and not only one particular Article or Section, a reference to an "Article" is a reference to the contents of only that Article of these Bylaws, a reference to "Section" is a reference to the contents of only that Section, and a reference to "Subsection" is a reference to the contents of only that Subsection of that Section;
 - d. the headings to articles, sections and subsections of these Bylaws are for ease of reference only, but are deemed to not form part of these Bylaws and must not be used to interpret any part of these Bylaws~~the headings herein are given for convenience only, and shall not affect the interpretation of these Bylaws;~~
 - e. these Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible;
 - e.f. save as set out above, words and expressions defined in the Act have the same meanings when used in these Bylaws;
 - f.g. "Act" shall mean the *Societies Act* R.S.A. 2000, c. S-14 as amended, and any statute that may be substituted therefor;

- ~~g.~~h. "Association" shall mean the Edmonton Aurora Residents Association;
- ~~h.~~i. "the Board" means the Board of Directors of the Association;
- ~~i.~~j. "Bylaws" shall mean the Bylaws of the Association as amended from time to time;
- ~~j.~~k. "Developer" means ~~Melcor Developments Ltd.~~;
- k. "Director" shall mean any person who has been duly elected or appointed to the Board of Directors by whatever name called;
- ~~l.~~l. "Financial Year" shall mean the financial year of the Association which commences on January 1 and ends on the succeeding December 1 unless otherwise determined by the Board;
- ~~m.~~m. "Member" shall mean a member of the Association as defined in subsection 4.24(1) unless the context requires otherwise;
- ~~n.~~n. "Member in good standing" means a Member who at the time in question has paid the required membership fees for the Financial Year in question;
- ~~o.~~o. "Members Register" means the list maintained by the Board containing the names of the Members of the Association;
- ~~p.~~p. "Multi-Family Lands" means the parcel or parcels of land within the Aurora Subdivision that are now or may in future be developed as multi-family housing properties;
- ~~q.~~q. "Registered Office" shall mean the registered office for the Association;
- ~~r.~~r. "Residents' Covenants" shall each mean such restrictive covenants and easements, leases, and encumbrance agreements, as may be placed and recorded on the titles to lands within the Aurora Subdivision by the Developer~~the Association~~, as they may be amended or extended from time to time;
- ~~s.~~s. "Single-Family Building Lot" means:
- i. A detached single-family residential lot;
 - ii. A semi-detached (duplex) residential lot; or
 - iii. A bare-land condominium unit suitable for a single-detached, semi-detached, or townhouse residence.
- ~~t.~~t. "Special Resolution" shall have the meaning provided in the Act;
- ~~u.~~u. "Subdivision" means the Aurora subdivision, ~~to be~~as developed on the lands described in Schedule "A" hereto and such other lands as may hereafter be added to the Residents' Covenants hereafter by amendment or extension thereof; and
- ~~v.~~v. "Subdivided Lot" means a Single-Family Building Lot or ~~Multi-Family~~ Land parcel.

3. The purpose and objects of the Association are to carry out the duties and functions provided for in the Residents' Covenants to be performed or done by the Association and generally to provide for care and maintenance of Subdivision Features in the Aurora Subdivision as defined in the Residents' Covenants.

PART II: MEMBERS OF THE ~~SOCIETY ASSOCIATION~~ AND VOTING RIGHTS

4. The membership and voting rights of Members shall be as follows:

- a. Every registered owner in fee simple of a Subdivided Lot within the Subdivision (~~including Added Lands, if any~~) shall be entitled to be a member of the Association ("Member"), subject to and bound by the Association's Application for Incorporation, Bylaws, Rules and Regulations. ~~The Developer shall be and is entitled to be a member in respect of each Subdivided Lot as to which the Developer is and remains the registered or beneficial owner until such time (in respect of each Subdivided Lot respectively) as the Subdivided Lot is transferred to a purchaser who buys the Subdivided Lot from the Developer. The Developer shall also be entitled to be a member in respect of such of the lands within the Subdivision as remain owned by the Developer, including both Subdivided Lots and unsubdivided portions of the Subdivision. The foregoing does not include persons or entities who hold a leasehold interest or interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Subdivided Lot is owned by two or more persons or other legal entity, all such persons or entities shall be Members but they shall have voting rights limited as herein set out. An owner of more than one Subdivided Lot shall be entitled to membership in respect of each Subdivided Lot owned by him. Save as provided in paragraph 4(c) hereof, membership shall be appurtenant to and may not be separated from ownership of any Subdivided Lot, and entitlement to it shall be automatically transferable by conveyance or other transfer of title to that Subdivided Lot. Anyone who ceases to be an owner of a Subdivided Lot shall ipso facto cease to be a Member. This provision shall not apply to the Developer who shall also be a Member so long as the Developer legally or beneficially owns one or more Subdivided Lots or unsubdivided lands within the Subdivision.~~
- b. The Association shall have ~~three~~ two classes of voting memberships, Class A ~~and~~ Class B, ~~and Class C~~. All votes shall be cast in the manner provided in these Bylaws. When more than one person or entity holds an interest in any Subdivided Lot, the vote for such Subdivided Lot shall be exercised (as ~~between~~ among them) as provided for in these Bylaws; but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Subdivided Lot. The ~~three~~ two classes of voting memberships, and voting rights related thereto, are as follows:

~~i. Class A. Class A M~~members shall be:

~~ii. The subscribers to the Association's incorporation and charter documents (and substitutions therefor made by the Developer Association); and~~

~~iii. All owners other than the Developer of Subdivided Lots, excluding the Multi-Family Land as long as it is not subdivided or condominiumized Single-Family Building Lots, if and~~

- iv. ~~If any Multi-Family Land parcels is/are subdivided into Single-Family Building Lots or condominium units all owners (other than the Developer) of such residential lots or condominium units shall be Class A Members.~~
- vi.i. ~~Class A. owners/Members shall be entitled to one (1) vote for each subscriber and one (1) vote for each Single-Family Building Lot Subdivided Lot owned;~~
- vi.ii. ~~Class B. The Owners of Multi-Family Lands shall be the only Class B m/Members. As long as the Developer owns the Multi-Family Land, the Developer shall be the Class B member. Such Class B M/members shall, for as long as the Multi-Family Lands remains unsubdivided into Single-Family Building Lots, be entitled to fifteen (15) votes per acre for each a number of votes-Multi-Family Land parcel. in respect of each Multi-Family Land parcel equal to fifteen (15) multiplied by the number of acres within the Multi-Family Land parcel. If a Multi-Family Land parcel shall be/s subdivided into Single-Family Building Lots, then there shall be no Class B members-/Members for such parcel but and the said Single-Family Building Lot owners shall be entitled to be Class A members-/Members. (or Class C members as to the Developer relative to the lots owned by the Developer);~~
- vii. ~~Class C. The Developer shall be the only Class C member. Class C members (the Developer) shall have Fifty (50) votes for each Subdivided Lot (excluding the Multi-Family Land) which the Developer owns legally or beneficially and one hundred fifty (150) votes for each Multi-Family Land parcel which the Developer owns legally or beneficially, and Two Hundred (200) votes for that portion (if any) of the Subdivision that remains unsubdivided and owned by the Developer from time to time;~~
- e. ~~Notwithstanding the foregoing, the subscribers to the Association's incorporation and charter documents are entitled to be and shall be Members, whether or not they shall own any Subdivided Lots, until such time as the Developer shall have subdivided and sold and transferred at least 80% of all Subdivided Lots in the Subdivision. Further, the Developer may select and designate and retain as Members substitutions for such subscribers (who may be officers, directors or employees of the Developer) who shall be eligible to be Members even though they do not own any Subdivided Lots. Such persons who are Members pursuant to this clause 3(c) shall each and all be entitled to continue to be Members until the Developer shall have sold and transferred to purchasers at least 80% of the said Subdivided Lots. They shall automatically cease to be members after the Developer's transfer of more than 80% of the said Subdivided Lots. They shall, notwithstanding their ceasing to be members, nonetheless be entitled to serve as members of the Board of Directors and/or officers of the Association until the Developer no longer owns any land in the Subdivision. After the transfer of 80% of the Subdivided Lots by the Developer as aforesaid, the said five (5) members shall not have any power to vote in their own right; but any one (or some or all of them) may act as proxies for and cast votes for the Developer. The Developer shall be sole determiner of the achievement of the said 80% transfer circumstance.~~
- d.c. An owner shall be entitled to become a Member forthwith on becoming registered (which may include registration by caveat for a life estate, protecting the interests of a beneficial owner, or a trustee in bankruptcy pursuant to a bankruptcy receiving order or assignment

in bankruptcy) as an owner as aforesaid, and ~~his~~ the owner's membership shall be recorded by the Secretary upon ~~his~~ the owner providing satisfactory evidence of such ownership to the Association's Board ~~satisfactory evidence of such ownership~~, or the Board otherwise being satisfied of such ownership.

e.d. Voting rights shall be as set out above.

e. No ~~owner~~ Member shall be expelled from the Association as long as ~~he~~ the Member continues to be a registered owner of a Subdivided Lot or Multi-Family Lands within the Subdivision.

f. Membership, and all rights and privileges of membership of the Association, are not transferable. All rights and privileges cease when a membership terminates, or when the Member resigns or dies.

f. The Board shall establish the fees for each class of membership for each Financial Year.

g. A Member may resign from the Association by delivering a signed notice to that effect to the registered office of the Association. ~~Notwithstanding any such resignation, the owner shall still be required to pay all annual fees pursuant to the Residents' Covenants~~

f. Although a Member ceases to be a Member, by death, resignation or otherwise, that Member is liable for any debts owing to the Association at the date of ceasing to be a Member.

h. Although a Member ceases to be a Member, by death, resignation or otherwise, that Member is liable for any debts owing to the Association at the date of ceasing to be a Member.

i. The Association shall keep a Members Register containing the names of every person who is admitted as a Member of the Association, together with the following particulars of each person:

I. the full name and residential address;

II. an electronic address for the person, if available;

III. the date on which the person is admitted as a Member;

IV. the date on which the person ceases to be a Member; and

V. the class of membership of the person.

The Association shall permit a Member of the Association to inspect the Members Register without payment of a fee.

The Association shall, within a reasonable time of receiving from a Member a request to provide to the Member a copy of the register, the annual list of Members or an excerpt from any one or more of them and on payment by the Member of such fee as the Board

specifies, which fee shall not exceed that permitted by the Act or regulations under the Act.

5. **Membership Year**

Membership year shall be from January 1 to December 31, of each year.

6. **Notice of Meeting**

A Member shall be entitled to notice of and to attend at all meetings of the Members of the Association. Where two or more persons own a Subdivided Lot, a notice given to one such owner shall be deemed to have been given to all such owners. Notices may be given as follows:

~~a.~~ Notices hereunder may be given to an owner of a parcel Subdivided Lot by delivery to, or by prepaid ordinary mail addressed to, such owner's parcel Subdivided Lot or other contact address provided by the Member to receive notices, or by publication in a local newspaper circulating in Edmonton, Alberta in the area of the Subdivision.

~~a.b.~~ Notices to the Association may be given by personal delivery to the registered office of the Association or by personal service on a member of the Board of Directors of the Association. Notices to parcel Subdivided Lot owners may be addressed to "Members" or "Occupants" or "Owners" or "Residents" or any similar designation, and do not need to state the Members' names.

~~c.~~ If a parcel is part of a condominium property, and the condominium corporation agrees, notices to all owners of units in such condominium will be deemed to be given on delivery or posting by ordinary mail to the registered address of the condominium corporation, or on newspaper publication as aforesaid. The corporation. The condominium corporation shall then be responsible for distributing such notice to each of the individual condominium owners.

~~b.d.~~ Any notice or document that is required or permitted to be sent, served, or delivered under these Bylaws, the Act, or the regulations may also be sent by electronic means in accordance with the *Electronic Transactions Act* (Alberta).

PART III: MEETINGS OF THE ASSOCIATION

7. **The Annual General Meeting**

a. An Annual General Meeting of the Association shall be held in each calendar year after 2012 in the City of Edmonton, in the Province of Alberta, on a day to be fixed by the Board from time to time, and any Annual General Meeting may be held at the business offices of the ~~Developer~~ Association or such other location in the City of Edmonton as may be specified by the Board. The Board may also convene an electronic or hybrid meeting via video, telephone conference, internet-based platform, or other electronic or virtual means, provided that all attendees are able to hear proceedings, ask questions, vote, and

otherwise meaningfully participate during the meeting, and further provided that proper records are retained as to attendance, quorum and all votes conducted at such meeting as prescribed by the Act;

- b. At least fourteen (14) days prior to the Annual General Meeting the Secretary shall give ~~to all Members~~ in good standing, a notice in the manner and by the means provided for in Bylaw 6 setting forth the date, place, and time of the Annual General Meeting;
- c. The Annual General Meeting shall consider the report of the President, review ~~of the~~ financial statements (which shall set out the Association's income, disbursements, assets, and liabilities, and shall comply with the requirements of the *Societies Act*), appoint such auditors or accountants as may be desired, elect the Board, and transact such other business as may be put before the meeting;
- d. A quorum for the Annual General Meeting of the Association shall be the attendance of five (5) or more persons collectively entitled to cast five (5) or more votes, in person or by proxy, whether physically or by teleconference or videoconference;
- e. Unless any two Members demand a ballot vote, all voting at the Annual General Meeting shall be done by a show of hands including all Members physically present and any Members attending the Annual General Meeting by video conference or other electronic methods as may be approved by the Board from time to time;
- f. Each Member in good standing may vote by proxy. A person acting as a such proxy should must also himself be a Member of the Association or an officer or employee of a corporate Member, ~~but before voting, the designated proxy must produce and deposit with the Secretary a sufficient appointment in writing in the form provided for in the Annual General Meeting package provided to all Members prior the Annual General Meeting.~~ The Secretary or in ~~his~~ the Secretary's absence, the ~~c~~Chairman of the meeting, shall have complete discretion to determine whether an appointment or proxy is valid and sufficient;
- g. Except as to a Special Resolution, each issue and Resolution shall be decided by a majority of the votes of the Members present ~~or~~ in person or represented by a proxy;
- h. Accidental omission to give any notice to any Member or the non-receipt of any notice by any Member or any error in any notice not affecting the substance thereof shall not invalidate any action taken at a meeting held pursuant to such notice or otherwise founded thereon; and
- i. At the Annual General Meeting there shall be elected as many Directors as shall be required to fill the vacancies of the Board.

8. Special Meetings of the Association

- a. Special meetings of the Association shall be called at the direction of the President or upon request in writing of any fifteen (15) Members in good standing, stating the object of the special meeting;
- b. At least seven (7) days prior (and if a Special Resolution is proposed at least twenty-one (21) days prior) to the special meeting, the Secretary shall give to Members a notice in the manner and by the means provided for in Bylaw 6 setting forth the date, place and time of the special meeting, shall mail or deliver to each Member or give by newspaper advertisement a notice setting forth the date, place, time and purpose of the special meeting. Notices may be delivered or mailed to the addresses of Members' properties within the Subdivision. Alternatively notice may be given by advertisement in a local newspaper commonly circulated in the City of Edmonton in the area of the subdivision (which may without limitation include The Edmonton Examiner);
- c. The method of voting, the use of proxies, and the quorum required for any special meeting shall be the same as for the Annual General Meetings;
- d. Accidental omission to give any notice to any Member or the non-receipt of any notice by any Member or any error in any notice not affecting the substance thereof shall not invalidate any action taken at a meeting held pursuant to such notice or otherwise founded thereon.

9. Proceedings at General Meetings

- a. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved, but in every other case it shall stand adjourned to the same day in the following week at the same time and place;
- b. The President, or in his absence, a Vice-President, shall preside at every general meeting of the ~~Society~~ Association. If neither the President nor a Vice-President is present within a half an hour from the time appointed for the ~~holding of the meeting~~, the Members present shall choose one of the Directors present as chairperson, or if no Director is present, or the Directors present all decline to act, the Members shall choose a Member present to preside at such meeting;
- c. The person presiding may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place;
- d. At every general meeting every question shall be decided in the first instance by a show of hands, unless before or upon the declaration of the result of the show of hands, a ballot be demanded by at least two (2) Members personally present and entitled to vote. A declaration by the person presiding that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour or against any such resolution. If a ballot be demanded in the manner above mentioned, it shall be taken at such time and

place and in such manner as the person presiding may direct, and the result of the ballot shall be deemed to be the resolution of the general meeting at which the ballot was demanded. For any Members attending such meeting by video conference or other electronic means, voting may be done by a poll, or such other confidential electronic methods as approved by the Board from time to time. A demand for a ballot may be withdrawn;

- e. In case of any dispute as to the admission or rejection of any vote, the person presiding shall determine the same, and such determination made in good faith shall be final and conclusive;
 - f. Notwithstanding anything to the contrary in these Bylaws a resolution assented to and adopted in writing under the hands of fifty-one (51%) percent of all the Members entitled to vote thereon, though not passed at a ~~g~~General ~~m~~Meeting, shall be of the same force and effect as if it had been duly passed at a ~~g~~General Meeting duly convened, and no previous notice, or convening of any ~~g~~General ~~m~~Meeting for the purpose of passing such resolution shall in such case be deemed to have been necessary, whether the business transacted thereat is special or not, and a Member may signify his assent to such resolution in writing under his hand or by letter or facsimile, and such resolutions shall be deemed to have been passed on any date therein stated to be the effective date thereof.
 - g. Co-owners may vote by proxy jointly appointed by them, and in the absence of such proxy are entitled to vote on a show of hands; but on any vote by ballot each co-owner is entitled to such part of the vote applicable to the Parcel he co-owns as is proportionate to his interest in the Parcel.
10. In determining the identity or addresses of ~~member~~Members the Secretary shall be entitled to rely upon either (or both) title searches and notifications of ownership given to the Board by Members or their representatives.

PART IV: ~~THE GOVERNMENT~~GOVERNANCE OF THE ASSOCIATION

11. Election and Term of Directors

- a. ~~The Board of Directors~~
- b. ~~The election of Directors shall take place at each Annual General Meeting and any Member in good standing may stand for election. Until the first Annual General Meeting of the Association, the following shall constitute the entire Board:~~
- c. ~~Peter Daly – 900, 10310 Jasper Avenue, Edmonton, Alberta, T5J 1Y8;~~
- d. ~~Jason Fjeldheim – 900, 10310 Jasper Avenue, Edmonton, Alberta, T5J 1Y8;~~
- e. ~~Brett Halford – 900, 10310 Jasper Avenue, Edmonton, Alberta, T5J 1Y8;~~
- f. ~~Naomi Stefura – 900, 10310 Jasper Avenue, Edmonton, Alberta, T5J 1Y8;~~
- g. ~~Karen Albarda – 900, 10310 Jasper Avenue, Edmonton, Alberta, T5J 1Y8;~~

- ~~h.~~ Those persons listed in paragraph a. above shall be entitled to continue to be Board Members as long as the Developer shall continue to be an owner of at least one Subdivided Lot, provided that the Developer shall be at liberty from time to time to select and designate other persons to replace those (or some of those) listed above, and on its so doing the replacement persons shall take the place of those above named who are so replaced;
- ~~i.~~a. If an owner of a Subdivided Lot or Multi-Family Land~~s~~ is a corporation, any one officer, director or other designat~~ee~~e of the corporation is eligible to become a member of the Board, ~~except in the case of the Developer, who shall have the right to designate five (5) members to the Board so long as the Developer remains owner of at least one Subdivided Lot, as aforesaid;~~
- ~~j.~~b. ~~With the exception of paragraphs a., b. and bc. above, each~~Each Board member must be a Member (or designat~~ee~~e of a corporate Member) in good standing of the Association at the time of his election and throughout his~~the~~ term of office; and a Board member shall ipso facto cease to be a Board member ~~if he dies upon death, is conviction ed of an indictable offence or is declaration of ed-mentally incompetent-incompetency by a court of law, or if he the person ceases to be a Member (or designat~~ee~~e of a corporate Member);~~
- ~~k.~~c. Board membership shall commence upon election or appointment to the Board and shall expire at the next succeeding Annual General Meeting, unless prior thereto the Board member resigns, becomes disqualified under clause ~~(ed)b~~ hereof or is removed under clause ~~(de) 0~~ hereof ~~hereof. Any member of the Board shall be eligible for re-election to the Board.~~Board members may be re-elected, but no member shall sit on the Board for longer than five (5) successive terms of office. The signatories to the application for incorporation are hereby appointed as, and shall form, the first Board of Directors of the Association; and their term of office shall expire on the date of the next Annual General Meeting of the Association (unless, and to the extent that, any are then re-elected);
- ~~l.~~d. Casual vacancies in the Board may be filled by appointment by the remaining Board members to serve until the next Annual General Meeting; provided that a Board member ~~(other than a Developer representative)~~ may be removed prior thereto by resolution of the Members of the Association at any Special Meeting of the Members duly called for such purpose;
- ~~m.~~e. The affairs of the Association shall be managed by the Board consisting of not ~~less fewer~~ than three (3) ~~and not more than seven ten (107)~~ persons;
- ~~n.~~ The Officers shall consist of a President, Vice President, Secretary and Treasurer, and they shall be appointed by the Board from amongst Board members; and the Board may appoint one person to more than one position, and the Board may also remove any officer from office;
- ~~o.~~ The number of Board members shall be five (5) for the initial Board and thereafter the number ~~(not to be less than three nor more than seven ten)~~ shall be fixed at each Annual General Meeting;
- ~~p.~~f. The Board, at any Board meeting following the Annual General Meeting of the Association, may appoint not more than two (2) persons to the Board in the event that at

the Annual General Meeting of the Association there are an insufficient number of persons elected to the Board;

~~g.~~ Any member of the Board shall be eligible for re-election to the Board, subject to the limitation set out in Section 11(e);

~~f.g.~~ The Board shall, subject to these Bylaws and any directions given it by majority vote at any ~~g~~General ~~m~~Meeting properly called and constituted, have full control and management of the affairs of the Association, and meetings of the Board shall be held as often as may be required, but at least once every twelve months, and shall be called by the President or on the instructions of any two (2) members of the Board provided they make a request to the President in writing to call such meeting, and state the business to be brought before the meeting;

~~f.h.~~ Meetings of the Board shall be called ~~by on a minimum of seven (7) days' notice in writing and delivered or mailed to each member given to Members~~Directors in the manner and by the means provided for in Bylaw 6 setting forth the date, place and time of the meeting or on a minimum of ~~by~~three (3) days' notice by telephone unless waived by all of the members of the BoardDirectors;

~~f.i.~~ A majority of the ~~members of the Board~~Directors, personally present, shall constitute a quorum at any meeting of the Board; ~~provided that as long as the Developer is a Member, attendance of at least one (1) of its representatives is necessary for there to be a quorum;~~

~~f.j.~~ Subject to Article 2(a), each ~~member of the Board~~Director including the President shall have one (1) vote. In the case of an equality of votes, the President shall not have a second or casting vote and the motion will be deemed defeated;

~~f.k.~~ A resolution of the Board in writing signed by all of ~~the members of the Board~~the Directors shall be as effective as a resolution passed at a meeting of the Board duly convened and held.

11.12. Duties and Powers of the Board

- a. Except as provided in the Act and otherwise in these Bylaws, the powers of the Association shall be exercised by the Board, and without restricting the generality of the foregoing, the duties of the Board shall include the responsibilities set out in the Application for Incorporation of the Association and those undertaken in any Residents' Covenants, together with the following:
 - i. To facilitate and promote the objects of the Association;
 - ii. To create and define categories of Members;
 - iii. To engage, hire and discharge any employees including administrative employees, in respect to the operation of the Association;
 - iv. To maintain and properly protect the assets and properties of the Association;

- v. To prepare and approve an annual budget consistent with the good management of the Association;
 - vi. To pay all expenses of and incidental to the operation and management of the Association;
 - vii. To remunerate or indemnify any persons for services rendered or liabilities incurred in connection with the affairs of the Association;
 - viii. To maintain all accounting and financial records of the Association;
- b. In addition, the Board shall have the following powers:
- i. To invest and deal with the monies of the Association not immediately required in such securities and in such manner as from time to time may be determined by the Board;
 - ii. To finance the operations of the Association and to borrow, raise or secure the payment of moneys in such manner as the Board may, from time to time, think fit; provided that no borrowing in excess of \$20,000.00 shall be made without prior authorization of the Members in a gGeneral mMeeting, or by signed resolution, and no debenture shall be granted unless authorized by Special Resolution;
 - iii. To appoint legal counsel and auditors from time to time;
 - iv. To make rules and regulations for the operation of the Association and the use of its facilities and assets;
 - v. Without in any way abrogating or limiting the general responsibility of the Board, to delegate its powers and duties to any person engaged as a manager of the Association, ~~and without limitation to retain the Developer as Manager;~~
 - vi. To set, levy, issue and collect levies for the rRent cCharges as provided for in any Residents' Covenants;
 - vii. To enter into the leases and easements provided for in any Residents' Covenants;
 - viii. To issue certificates as to Members' position with regard to rRent cCharges, any such certificate to be signed by at least two members of the Board; and any certificate so issued shall estop the Association and all Members from denying the accuracy of such certificate as against any mortgagee, purchaser or other person dealing with the owner of the parcel of land to which the certificate relates (but shall not be an estoppel as against the owner of such parcel); and
 - ix. To place and maintain third party liability insurance in such amounts and on such terms as the Board may from time to time select, insuring the Members and Board members in respect of the actions and omissions of the Association.

12-13. Board Committees

- a. The Board may appoint committees to advise the Board from time to time in respect to the various duties and responsibilities of the Board;
- b. Each committee created by the Board shall be headed by one of its members appointed by the President to be cChairman of that committee;
- c. Each committee created by the Board shall meet at the call of the cChairman, record minutes of its proceedings, and distribute such minutes to the members of the committee and to the cChairman of all other committees and furnish reports at the request of the President prior to each Board meeting. Unless waived by all of the members of the committee, not less than two (2) days prior notice of the date, place and time of a committee meeting shall be mailed or delivered to each member of the committee given in accordance with Bylaw 6;
- d. A majority of the members of any committee personally present at a meeting shall constitute a quorum; and
- ~~e.~~ Board members may also attend meetings of the Board by telephone, teleconference, video conference or other electronic means, provided that such Board member has advised the remainder of the Board in writing not less than three (3) days in advance so that such attendance can be accommodated. Any Board member attending by such electronic means will be counted in determining quorum for the meeting for the purposes of subsection 13(d) above.
- ~~e.~~f. Each member of the committee including the cChairman shall have one (1) vote at the meeting of the committee but in case of an equality of votes there shall be no casting vote, and each member of the committee, including the chairman, may vote on Board resolutions in writing and/or via electronic means, including by telephone, email, video conference or other electronic method as may be approved by the Board from time to time.

13.14. Officers

- a. The Officers shall consist of a President, Vice-President, Secretary and Treasurer, and they shall be appointed by the Board from amongst the Board members; and the Board may appoint one person to more than one position, and the Board may also remove any officer from office;
- ~~a.~~b. President: the President shall supervise the affairs of the Association, and ~~Association and~~ be ex-officio a member of all committees. He shall, when present, preside at all meetings of the Association and of the Board. In his absence the Vice-President shall preside at any such meetings, and in the absence of both a chairman may be elected by the meeting to preside thereat;
- ~~b.~~c. Vice-President: the Vice-President shall assist the President and preside at meetings in the absence of the President;
- ~~e.~~d. Secretary: it shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. ~~He~~The Secretary shall have charge of the seal of the Association. In case of the absence of the Secretary, his ~~his~~

duties shall be discharged by such person as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board. The Secretary shall also keep a record of all the Members of the Association and their addresses, send all notices of the various meetings as required, and shall collect and receive the ~~r~~^r~~e~~^e~~n~~ⁿ~~t~~^t ~~c~~^c~~h~~^h~~a~~^a~~r~~^r~~g~~^g~~e~~^e assessments or annual dues levied by the Association, such moneys to be promptly turned over to the Treasurer;

~~e~~^e~~.~~^e Treasurer: the Treasurer shall receive all moneys paid to the Association and shall deposit the same in whatever chartered bank, treasury branch or trust company the Board may order. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association;

~~e~~^e~~.~~^e f. The officers of the Association shall be appointed for a term of one (1) year or until the next Annual General Meeting whichever the Board selects; and

~~f~~^f~~.~~^f g. Any vacancy arising in any office shall, except as otherwise provided herein, shall be filled by the appointment by the Board of another member of the Board who shall hold such office until the next Annual General Meeting of the Association.

PART V: ~~BOOKS AND RECORDS AUDITING~~APPOINTMENT/TERMINATION OF DIRECTORS

15. No election of a person as a Director of the Association shall be effective unless:

- a) he or she was present at the meeting when he or she was elected and did not refuse to act as a director;
- b) he or she consents in writing to act as a Director before his or hers election or before the next Board meeting following his or her election; or
- c) he or she acts as a Director pursuant to the election.

16. Termination of Directorship

- a) A Director may resign at any time upon written notice to the Board.
- b) The Members may, by Special Resolution, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at the meeting, elect any person who qualifies under these Bylaws in his or hers stead for the remainder of his or hers term.

PART V: ~~BOOKS AND RECORDS AUDITING~~

~~14.~~^{17.} The books and records of the Association may be inspected by any Member of the Association at the annual meeting provided for herein or at any other time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

~~15-18.~~ The books, records and financial statements shall be audited once a year by an auditor, if requested by the Board, appointed from time to time by the Board. Such auditor may be a Member and need not be a Chartered Accountant; but he shall not be a member of the Board.

PART VI: VOTING

~~16-19.~~ Any Member shall have the right to vote at any meeting of the Association. The number of votes available to Members is to be determined in accordance with these Bylaws.

PART VII: MINUTES OF THE PROCEEDINGS

~~17-20.~~ The Secretary shall maintain and have charge of a copy of the ~~m~~Minute ~~b~~Books, with the original ~~m~~Minute ~~b~~Books being maintained at the Registered Office of the Association, and shall record in the copy or cause to be recorded in the original, minutes of all proceedings ~~of all of all~~ meetings of the Members and of the Board.

~~18-21.~~ The Board shall see that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or laws are regularly and properly kept and filed.

PART VIII: SEAL OF THE ASSOCIATION

~~19-22.~~ The Board may, in the name of the Association, adopt a seal which shall be the common seal of the Association and which shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board; but in the absence of any specific determination, the seal shall be preserved by the Secretary who together with the President shall execute and affix the seal of the Association on all contracts of the Association required to be executed under the seal of the Association.

PART IX: REMUNERATION

~~20-23.~~ Unless authorized at any general meeting and after notice of same shall have been given, no Director, Officer or Member of the Association shall receive any remuneration for services performed in his or her capacity as a Member, Officer or Director. ~~Nothing herein shall derogate from or affect the right of the Developer to receive compensation as manager for the Association or in respect of the Developer's performance of any Association duties or transactions.~~

PART X: INDEMNITY

~~21-24.~~ Each member of the Board, officer and employee shall be indemnified by the Association against any and all liability and reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which he may become involved as a party, or otherwise, by reason of his having been a Director of the Board, officer or employee of the Association except in relation to matters as to which he shall be adjudged with respect to such claim, action or proceeding to be liable for gross negligence or wilful misconduct in the performance of his duty to the Association.

PART XI: BYLAWS

~~22-25.~~ The Bylaws may be rescinded, altered or added to by a Special Resolution of the Association, at a general or special meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

PART XII: WINDING UP

26. The Board may move to dissolve the Association at a Special Meeting of the Association.

27. In the event the Association is wound up or dissolved, any surplus of funds shall be paid to such registered and incorporated charitable organizations as the Members by Special Resolution may from time to time determine. In no event shall the Members or any of them become entitled to any of the assets of the Association.

PART XIII: Arbitration

28. A dispute arising out of the affairs of the Society and between any Members of the Society or between

29. a Member or a person who is aggrieved and who has for not more than 6 months ceased to be a Member, or

30. a person claiming through the Member or aggrieved person or claiming under these Bylaws,

31. and the Society or a Director or Officer of the Society, shall be decided by arbitration, which shall be under the Arbitration Act (Alberta).

~~23-32.~~ A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and except upon an error of law or mixed fact and law there is no appeal from it.

~~PART XIII~~XIV: SIGNATORIES

~~24-33.~~ The signatories to the Association are hereby ratified and confirmed as subscribers to the incorporation of the Association.

DATED at the City of Edmonton, in the Province of Alberta, this 31st. ____ day of ~~January~~December, 2023~~22~~.

Witness

Printed name: _____

Name: PETER DALY

Title: President

900, 10310 Jasper Avenue
Edmonton, AB T5J 1Y8
Businessman

Witness

Printed name: _____

JASON FIELDHEIM

900, 10310 Jasper Avenue
Edmonton, AB T5J 1Y8
Businessman

Witness

Printed name: _____

BRETT HALFORD

900, 10310 Jasper Avenue
Edmonton, AB T5J 1Y8
Businessman

Witness

Printed name: _____

NAOMI STEFURA

900, 10310 Jasper Avenue
Edmonton, AB T5J 1Y8
Businesswoman

Witness

Printed name: _____

KAREN ALBARDA

900, 10310 Jasper Avenue
Edmonton, AB T5J 1Y8
Businesswoman

Witness

Printed name: _____

Name:

Title: Secretary

|

|

SCHEDULE "A"

MERIDIAN 4 RANGE 24 TOWNSHIP 51
SECTION 23
QUARTER SOUTH WEST
CONTAINING 64.7 HECTARES (160 ACRES) MORE OR LESS
EXCEPTING THEREOUT:

	HECTARES	(ACRES) MORE OR LESS
A) PLAN 8120646 SUBDIVISION	32.2	79.57
B) PLAN 1125397 SUBDIVISION	9.13	22.56

EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 8120646
LOT 1
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 11
LOTS 78 - 89 INCLUSIVE
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 11
LOTS 142 - 157 INCLUSIVE
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 12
LOTS 1 -14 INCLUSIVE
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 12
LOTS 42 - 52 INCLUSIVE
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 13
LOTS 1 -16 INCLUSIVE
EXCEPTING THEREOUT ALL MINES AND MINERALS

PLAN 1125397
BLOCK 13
LOTS 20 AND 21
EXCEPTING THEREOUT ALL MINES AND MINERALS



AURORA
EDMONTON AURORA RESIDENTS ASSOCIATION
2023 ANNUAL GENERAL MEETING OF MEMBERS
Thursday December 7th, 2023 @ 6:00 PM

INSTRUCTIONS FOR PROXY FORMS

Appointment and Revocation of Proxies

A Member desiring to appoint a person to represent him/her at the Meeting may do so by inserting such person's name in the blank space provided. The completed proxy should be sent in to the address indicated below in time to reach such address not less than twenty-four (24) hours (excluding Saturdays, Sundays and Holidays) before the time of the Meeting:

Mail to: Cosgrave Consulting & Management Ltd
PO Box 53510 Ellerslie PO, Edmonton, AB T6X0P6
Attention: Triona Cosgrave

or e-mail this completed form to triona@cosgravemanagement.com

All proxies must be in writing, signed by the Member and returned no later than close of business Wednesday December 6th, 2023.

A Member who has given a proxy may revoke it any time before it is exercised. A proxy may be revoked by instrument in writing or, if the Member is a corporation, by an officer or attorney thereof duly authorized, and delivered as indicated above, at any time up to and including the last business day preceding the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting and Exercise of Discretion by Proxies

The persons named in the form of proxy will vote the Membership in respect of which they are appointed in accordance with the instructions indicated therein.



AURORA
EDMONTON AURORA RESIDENTS ASSOCIATION
2023 ANNUAL GENERAL MEETING OF MEMBERS
Thursday December 7th, 2023 @ 6:00 PM

PROXY SOLICITED BY MANAGEMENT

The undersigned Member of the EDMONTON AURORA HOMEOWNERS ASSOCIATION (the "Society") hereby appoints **Paul Rosich** or failing him, _____, as proxy to attend and vote on behalf of the undersigned at the Annual General Meeting of Members and at any adjournment thereof and my proxy is instructed to vote:

- 1) **FOR** _____ **OR AGAINST** _____ (and if no specification is made, FOR)

The setting of the maximum total number of Directors for the Society to be elected at this Meeting until the next Annual General Meeting at seven (7) Resident Directors

- 2) **FOR** _____ **OR AGAINST** _____ the election of the following resident(s) as Directors, for a one-year term, in accordance with their nomination: **Please mark a maximum of seven (7) candidates.**

NAME OF NOMINEES	FOR	AGAINST
Paul Rosich		
Shelley Wilkes		
Terri Reid		
Amit Malhorta		

- 3) **FOR** _____ **OR AGAINST** _____ (and if no specification is made, FOR)

That Cass & Fraser Chartered Professional Accountants be appointed as Auditor of the Society for the 2023 fiscal year.

- 4) **FOR** _____ **OR AGAINST** _____ (and if no specification is made, FOR)

That the Special Resolution in the Information Circular accompanying this form rescinding and replacing the Bylaws of the Association be approved.

- 5) And in his/her discretion with respect to any amendments, variations or additions with respect to any of the matters noted above or with respect to any other matter which may properly be brought before the Meeting or any adjournment thereof.

DATED this ____ day of _____, 2023.

 Member's Name (Please Print)

 Member Signature

 Member Address (*required)

This form should be signed by the Member or his attorney, authorized in writing, and if the Member is a corporation, this form of proxy should be signed by a duly authorized officer under corporate seal.

