

Proposed amendments to WCA bylaws to be brought forward at the March 8th, 2018 AGM. Proposed insertions are highlighted in red. Proposed words to be deleted have been struck out.

Delete clause 1.2

Rationale: Alberta Corporate Registry does not allow Objects in bylaws as they are not rules the society follows

Amend 1.3 Definitions

1.3.1 **Act or Societies Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, ~~or any statute substituted for it.~~

Rationale: Removes superfluous wording

1.3.2 **Annual General Meeting or AGM** means the Annual **meeting of the members** ~~General Meeting~~ as described in Article IV of these Bylaws.

Rationale: Existing definition is self-referencing. Revised wording is clearer without changing intended meaning

1.3.5 **Board Meeting** means a meeting ~~with a quorum~~ of Directors at which matters of the Board are decided. This may be a regularly scheduled Community Meeting or a portion thereof.

Rationale: Removes superfluous wording

1.3.6 **Bylaws** means **this document** ~~the Bylaws of The Westgate Community Association, as amended.~~

Rationale: Simplified, without changing the intended meaning

1.3.8 **Director** means any **Voting Member** ~~person~~ elected or appointed to the Board.

Rationale: Clarifies that members must be voting members, as other clauses of the Bylaws imply

1.3.9 **General Meeting** means the Annual General Meeting or a Special General Meeting ~~at which all eligible members may vote.~~

Rationale: Removes superfluous wording

1.3.12 **Officers** means members of the Executive ~~and the Past President~~ as defined in Article V.

Rationale: Specific role for the Past President removed, to reflect reality that there may not be a Past President active within the association.

1.3.15 **Voting Member** means a **an adult Resident** Member entitled to vote at the meetings of the Association

Rationale: For clarity. 3.3.1 sets out voting rights, which are restricted to resident members and honorary life members (which we propose abolishing below)

Insert after 1.3.15

1.3.16 Member means a Resident Member or Associate Member as applicable, whose annual membership has been paid and whose membership is not under expulsion or suspension.

Rationale: Member was not previously defined within the definitions. This reflects the definition laid out elsewhere in the Bylaws.

Amend 3.1 Classification of Membership

There are ~~three~~ **two** categories of membership

- a) Resident
- b) Associate
- ~~c) Honorary Life~~

Rationale: No Honorary Life Members have ever been appointed. Removing redundant category simplifies arrangements.

Insert after 3.1.2 b

3.1.2 c) may not vote at general meetings of the board or community meetings and may not hold elected office

Rationale: Clarification consistent with the implication of other clauses of the Bylaws and in line with understood interpretation of those Bylaws. Given the Board's mandate to represent the residents of Westgate, it seems appropriate that voting be restricted to residents

Delete 3.1.3

Rationale: Relates to abolished Honorary Life Membership only.

Voting Rights

Delete 3.3.1. b) and renumber 3.3.1 a) as 3.3.1

Rationale: b) relates to abolished Honorary Life Membership only.

Amend 4.2.2 Notice of Special General Meeting

Within ~~seven (7)~~ **twenty-one (21)** days of receipt of the written request for the Special General Meeting, the Secretary will mail or deliver a notice to each Member. This notice shall be sent at least twenty-one days before the Special General Meeting. This notice will state the place, date, time and purpose of the Special General Meeting. Notice may be in the form of a letter, newsletter, email notifications and/or fax.

Rationale: Seven days is insufficient and an unreasonable expectation to be placed upon the Secretary.

Amend ARTICLE V – THE ~~GOVERNANCE~~ GOVERNMENT OF THE ASSOCIATION

Rationale: Correcting an apparent typographical error

5.1.7 Term of Office

Directors and Officers are elected for a term of one (1) year as determined by the date of the next Annual General Meeting. The terms of the elected Directors and Officers commence at the conclusion of the Annual General Meeting. The maximum length of term for an Officer in any one position shall be three (3) consecutive years. Former Officers shall be eligible to reassume the same office after an absence of one (1) year.

Rationale: The Board believes this to be the intended meaning of the existing Bylaws

Amend 5.2 Duties of Officers of the Association

Amend all items under 5.2.5 to remove punctuation from the end of each line in the list

Rationale: for consistence. Most items have no punctuation, but a few do.

Delete 5.2.6 Past President

Rationale: The Past President is not an Officer of the Association (5.1.5). The Past President should not have an assigned role, in case there is no Past President.

Amend 5.1.9 The Nominating Committee

The Nominating Committee shall consist of three Voting Members of the Association, ~~plus the Past President who shall chair the committee~~. The Board of Directors shall determine the Members of the Nominating Committee.

Rationale: There may be no Past President, or the Past President may decline the role, or be deemed inappropriate of the role.

5.3 Workings of the Board of Directors

Amend 5.3.1 ...This ~~shall include consideration of the following minimum of assigned~~ **may include some or all of the following** roles:

Rationale: We don't always have people to volunteer for the specific roles outlined.

Amend 5.3.3 Members at Board Meetings

Anyone who is a WCA members member, a resident of Westgate or has otherwise been invited by the President of the Board may attend Board meetings unless a particular meeting or portion thereof, is to be closed to non-Directors.

Rationale: Some matters that we deal with relate to Westgate residents whether they are members or not

Amend 6.4.1 Signing Authority

The President, Treasurer and at least one other Director, as determined by the Board, shall have signing authority on all bank accounts holding the monies of the Association. **All Directors with signing authority shall be required to consent to a Criminal Record Check.**

Rationale: For security, all authorised signatories should be subject to a criminal record check.

That the Table of Contents be amended to reflect the above changes.