

**ELBOW RIVER ESTATES  
COOPERATIVE LTD.**

**ANNUAL GENERAL MEETING  
Wednesday July 28<sup>th</sup>, 2021**

**Glencoe Golf and Country Club**

**DRAFT Minutes**

# **Elbow River Estates Cooperative Ltd.**

## **ANNUAL GENERAL MEETING**

Glencoe Golf and Country Club

Wednesday July 28<sup>th</sup>, 2021

7:00 pm.

## **AGENDA**

1. Call to Order
2. Introductions
  - 2.1. Guests
  - 2.2. Board of Directors 2019 - 2020
  - 2.3. Directors having fulfilled their terms
  - 2.4. Directors with one or two years remaining
  - 2.5. Changes in Community Members
3. Notice of Meeting
4. Minutes
  - 4.1 Acceptance of the Minutes of the December 17<sup>th</sup>, 2019 Annual General Meeting
5. Annual General Meeting Presentations and Reports
  - 5.1 President's Report – Gordon Lang
  - 5.2 Water Commissioner's Report – Michael Zubkow
  - 5.3 Treasurer's Report – Michael Zubkow
    - 5.3.1 Motion to accept 2019 – 2020 Audited Financial report
    - 5.3.2 Motion to appoint Auditor for fiscal 2020 - 2021
  - 5.4 Other reporting
6. Tittel Abraham court case re payment of fees
7. AEP Enforcement Order re Abraham Tittel – status update
8. Approval of Supplemental Bylaw for the Elbow River Estates Cooperative Ltd.
9. Elbow River Estates Cooperative Ltd. 2020 – 2021 Annual Levy
10. Ratification of the Actions of the Board
11. Election of New Board Members for the Fiscal Year 2020 - 2021
12. Other Business
13. Adjournment

# **Elbow River Estates Cooperative Ltd. (The Coop)**

## **ANNUAL GENERAL MEETING**

Glencoe Golf and Country Club

Wednesday July 28<sup>th</sup>, 2021

### **MINUTES**

#### **1. Call to Order**

Acting chair Michael Zubkow called the meeting to order at 19:10 hours. Gordon Lang unavailable due to illness.

**Motion:** Moved by Randy Thompson and seconded by Brad Stangeland that the agenda as written be accepted. **Motion carried.**

#### **2. Introductions**

The President introduced the Members of the current Board.

##### **2.1 Guests – None**

##### **2.2 Board of Directors 2019 – 2020 (Introduction)**

Gordon Lang, President

Ian Park, Vice President, Annual Clean Up

Cloe' Tylor, Secretary

Randy Thompson, Board Member

Michael Zubkow, Treasurer / Water Commissioner

##### **2.2 Directors having fulfilled their terms or left the Board**

Ian Park, Randy Thompson and Michael Zubkow

##### **2.3 Directors with one or two years remaining**

Gordon Lang (one), Claudine Tylor (two)

##### **2.4 Changes in Community Members in the past year**

- Lynsey and Phillip Mincher and their children Libby and Charlotte now reside at 31082 Elbow River Drive formerly the Lakusta residence.

- Goda and Sam Fares and their children Mia, Moe and Medina now reside at 31067 Elbow River Drive formerly the Zubkow vacant lot.
- Johnathan and Lisa Denis now reside in the former Sinclair home at 19 Elbow River Court.

### 3. Notice of Meeting

In accordance with the by-laws, a notice of the Annual General Meeting was delivered to the Membership on July 18<sup>th</sup>, 2021 via email stating time and date, ten days in advance. Documents re notice of motion (1) were sent out on July 18<sup>th</sup>, 2021. It is required that a quorum of 1/10 of all registered members be present at the Annual General meeting in order for the election of Directors to take place.

Attendance: twenty five persons are in attendance representing twenty one lots. Quorum is seven registered members.

On matters to be voted upon the procedure is one vote per lot (Members in good standing) and a simple majority of those present will carry the vote. Proxy voting not allowed.

### 4. Acceptance of the Minutes

**4.1 The 2019 AGM** was held on December 17<sup>th</sup>, 2019 at the Glencoe Golf and Country Club. Minutes of the meeting were distributed by email on July 18<sup>th</sup>, 2021.

**Motion:** Moved by Brad Stangeland and seconded by Diane Dahl that the minutes of the December 17<sup>th</sup>, 2019 AGM of the Elbow River Estates Cooperative Ltd. be approved as circulated. **Motion carried unanimously.**

### 5. Annual General Meeting Presentations and Reports

**5.1 President's Report** – Gordon Lang not present due to illness. No report at this time.

#### 5.2 Water Commissioner's Report – Michael Zubkow

The water treatment facility and the distribution system have been operating within normal operating parameters.

Consumption this year has been lower than in previous years due to a very wet spring. Demand for garden and lawn watering however, we did for a period of a week or so spike during the very hot spell.

**Exterior service pad and stairs** are required on the Westside of the treatment facility and concrete stairs and walkway up to the UV building are required for access and egress from the treating facility. This work was completed this summer of 2020 for a cost of \$14,500 plus GST.

**AEP Enforcement Order Update;** An Environmental Appeals Board public hearing was held on October 10<sup>th</sup>, 2019 to hear Tittel and Abraham plead their case in response to the AEP enforcement order. To date a decision has not been rendered. The hearing will be reconvened in January 2021 to consider the requested additional information that the Director (AEP) has submitted. Decision is pending.

### **5.3 Treasurer's Report – Michael Zubkow**

Our current cash balance at fiscal year-end 2019 - 2020 is \$31,097.

The Coop initiated an automatic payment system for our residents in 2014 utilizing an Electronic Funds Transfer through TD Canada. Currently 39 residents are using this application which results in an automatic monthly withdrawal from their respective banking account on or about the 2<sup>nd</sup> of each month. The remainders of the residents are using our one-time annual payment system.

The Coop has four Term Deposits totaling \$101,867.12 (principal amounts) which represents the emergency reserve fund that The Coop is required to have pursuant to the Rural Utilities Act.

**GST** rebate applications are filed by ERE Treasurer which allows the Coop to receive 100% rebate of the GST paid. In this fiscal period we have applied for a rebate in the amount of \$5,987.36 which CRA has approved.

The Independent Auditor's Report is shown below.



## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Elbow River Estates Co-Operative Ltd.

### OPINION

We have audited the financial statements of Elbow River Estates Co-operative Ltd., ("The Society") which comprise the statement of financial position as at September 30, 2020 and the statements of operations and changes in net assets and cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Elbow River Estates Co-operative Ltd. as at September 30, 2020 and the results of its operations, and its 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 Society in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical 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 these 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 these financial statements, management is responsible for assessing the Society's ability to continue as a going concern, disclosing, as applicable, matters relating to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Society or to cease operations, or has no realistic alternative to do so.

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

## INDEPENDENT AUDITOR'S REPORT (Continued)

To the Members of  
Elbow River Estates Co-Operative Ltd.

### 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.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Society's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Society's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Society to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Calgary, Alberta  
November 3, 2020

  
Werner Haag Professional Corporation  
Chartered Professional Accountants

**ELBOW RIVER ESTATES CO-OPERATIVE LTD.****STATEMENT OF FINANCIAL POSITION**

SEPTEMBER 30, 2020

	2020			
	Capital Fund	Operating Fund	Total	2019
<b>ASSETS</b>				
<b>CURRENT</b>				
Cash	\$ -	\$ 31,097	\$ 31,097	\$ 19,082
Term deposits	50,716	-	50,716	93,115
Accounts receivable	-	200	200	833
Prepaid insurance	-	8,548	8,548	7,858
Goods and services taxes recoverable	-	3,345	3,345	3,136
	<u>50,716</u>	<u>43,190</u>	<u>93,906</u>	<u>124,024</u>
<b>TERM DEPOSITS</b>	50,513	-	50,513	-
<b>CAPITAL ASSETS (Note 2)</b>	<u>570,719</u>	<u>-</u>	<u>570,719</u>	<u>604,291</u>
	<u>\$ 671,948</u>	<u>\$ 43,190</u>	<u>\$ 715,138</u>	<u>\$ 728,315</u>
<b>LIABILITIES</b>				
<b>CURRENT</b>				
Accounts payable and accrued liabilities	<u>-</u>	<u>3,150</u>	<u>3,150</u>	<u>11,214</u>
<b>NET ASSETS</b>				
Unrestricted	-	40,040	40,040	19,695
Capital funds	<u>671,948</u>	<u>-</u>	<u>671,948</u>	<u>697,406</u>
	<u>671,948</u>	<u>40,040</u>	<u>711,988</u>	<u>717,101</u>
	<u>\$ 671,948</u>	<u>\$ 43,190</u>	<u>\$ 715,138</u>	<u>\$ 728,315</u>

APPROVED ON BEHALF OF THE BOARD:

\_\_\_\_\_  
Director

(The accompanying notes are an integral part of these financial statements)

**ELBOW RIVER ESTATES CO-OPERATIVE LTD.****STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS****YEAR ENDED SEPTEMBER 30, 2020**

	2020			2019
	Capital Fund	Operating Fund	Total	
<b>REVENUE</b>				
Water levies	\$ -	\$ 158,400	\$ 158,400	\$ 132,001
Interest	1,190	-	1,190	646
	<u>1,190</u>	<u>158,400</u>	<u>159,590</u>	<u>132,647</u>
<b>EXPENSES</b>				
<b>Water system</b>				
Repairs and maintenance	-	81,746	81,746	87,993
Power, gas and telephone	-	31,566	31,566	28,583
	<u>-</u>	<u>113,312</u>	<u>113,312</u>	<u>116,576</u>
<b>General and Administration</b>				
Professional fees	-	3,400	3,400	13,319
Insurance	-	11,710	11,710	13,540
Office	-	314	314	663
Bad debt	-	833	833	-
Bank charges	-	481	481	511
Meeting	-	1,081	1,081	422
	<u>-</u>	<u>17,819</u>	<u>17,819</u>	<u>28,455</u>
Amortization	<u>33,572</u>	<u>-</u>	<u>33,572</u>	<u>33,572</u>
<b>EXCESS (DEFICIENCY) OF REVENUE OVER EXPENSES</b>	( 32,382)	27,269	( 5,113)	( 45,956)
<b>INTER-FUND TRANSFERS</b>	6,924	( 6,924)	-	-
Net Assets At Beginning Of Year	<u>697,406</u>	<u>19,695</u>	<u>717,101</u>	<u>763,057</u>
<b>NET ASSETS AT END OF YEAR</b>	<u>\$ 671,948</u>	<u>\$ 40,040</u>	<u>\$ 711,988</u>	<u>\$ 717,101</u>

(The accompanying notes are an integral part of these financial statements)

**ELBOW RIVER ESTATES CO-OPERATIVE LTD.**

**STATEMENT OF CASH FLOWS**

**YEAR ENDED SEPTEMBER 30, 2020**

	<u>Capital Fund</u>	<u>2020 Operating Fund</u>	<u>Total</u>	<u>2019</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Excess (deficiency) of revenue over expenses	\$ ( 32,382)	\$ 27,269	\$ ( 5,113)	\$ ( 45,956)
Adjustments for				
Amortization	<u>33,572</u>	<u>-</u>	<u>33,572</u>	<u>33,572</u>
	<u>1,190</u>	<u>27,269</u>	<u>28,459</u>	<u>( 12,384)</u>
Changes in non-cash working capital items				
Accounts receivable	-	633	633	( 833)
Goods and services tax recoverable	-	( 209)	( 209)	( 111)
Prepaid insurance	-	( 690)	( 690)	2,304
Accounts payable and accrued liabilities	<u>-</u>	<u>( 8,064)</u>	<u>( 8,064)</u>	<u>15</u>
	<u>-</u>	<u>( 8,330)</u>	<u>( 8,330)</u>	<u>1,375</u>
	<u>1,190</u>	<u>18,939</u>	<u>20,129</u>	<u>( 11,009)</u>
<b>INTER-FUND TRANSFERS</b>	<u>6,924</u>	<u>( 6,924)</u>	<u>-</u>	<u>-</u>
<b>INCREASE (DECREASE) IN CASH</b>	<u>8,114</u>	<u>12,015</u>	<u>20,129</u>	<u>( 11,009)</u>
Cash At Beginning Of Year	<u>93,115</u>	<u>19,082</u>	<u>112,197</u>	<u>123,206</u>
<b>CASH AT END OF YEAR</b>	<u>\$ 101,229</u>	<u>\$ 31,097</u>	<u>\$ 132,326</u>	<u>\$ 112,197</u>
Cash is comprised of:				
Bank Balance	-	31,097	31,097	19,082
Term deposits	<u>101,229</u>	<u>-</u>	<u>101,229</u>	<u>93,115</u>
	<u>\$ 101,229</u>	<u>\$ 31,097</u>	<u>\$ 132,326</u>	<u>\$ 112,197</u>

(The accompanying notes are an integral part of these financial statements)

## **ELBOW RIVER ESTATES CO-OPERATIVE LTD.**

### **NOTES TO FINANCIAL STATEMENTS**

SEPTEMBER 30, 2020

Elbow River Estates Co-operative Ltd. (the "Co-operative") was incorporated under The Co-operative Associations Act of Alberta on April 29, 1977. The Co-operative operates a water system and provides other services to the residents of 67 lots in Elbow River Estates.

#### **1. SIGNIFICANT ACCOUNTING POLICIES**

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles using the assumption that the Co-operative will continue as a going concern. Significant accounting policies are described below.

##### **FUND ACCOUNTING**

The Co-operative uses the following funds for recording its operation.

The Operating Fund accounts for the general operation of the Co-operative. The fund reports unrestricted assets, liabilities, revenues and expenses.

The Capital Fund accounts for the capital assets and liabilities of the Co-operative and for special capital levies and interest received relative to these capital assets.

##### **WATER TREATMENT PLANT**

The Water Treatment Plant is recorded at cost. Amortization is recorded on the straight-line basis over 20 years.

##### **REVENUE RECOGNITION**

The Co-operative follows the restricted fund method of accounting for revenues. Revenue is recognized when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

## ELBOW RIVER ESTATES CO-OPERATIVE LTD.

### NOTES TO FINANCIAL STATEMENTS (Continued)

SEPTEMBER 30, 2020

#### 2. CAPITAL ASSETS

	2020			2019
	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>Net Book Value</u>	<u>Net Book Value</u>
Water Treatment Plant	<u>\$ 671,434</u>	<u>\$ 100,715</u>	<u>\$ 570,719</u>	<u>\$ 604,291</u>

#### 3. INCOME TAXES

The Co-operative is a non-profit organization and is exempt from income taxes under Section 149(2)(1) of the Income Tax Act. In order to maintain its status as a non-profit organization under the Act, the Co-operative must meet certain requirements within the Act. In the opinion of management, these requirements have been met.

#### 4. ECONOMIC DEPENDENCE

The Co-operative's primary source of income is obtained from water service levies. The Co-operative's ability to continue viable operations is dependent upon maintaining levies received from each of the 67 members of the Co-operative.

#### 5. FINANCIAL INSTRUMENTS

The Co-operative, as part of its operations, carries a number of financial instruments. It is management's opinion that the Co-operative is not exposed to significant interest, currency, liquidity, credit, market or foreign exchange risks arising from these financial instruments.

##### *Fair Value*

The carrying amount of cash, term deposits, accounts receivable, accounts payable and accrued liabilities, approximate their fair value due to the short-term maturities of these items.

**ELBOW RIVER ESTATES CO-OPERATIVE LTD.**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**SEPTEMBER 30, 2020**

**6. SUBSEQUENT EVENTS**

Subsequent to year end, the World Health Organization categorized the outbreak of a strain of the novel coronavirus (COVID-19) as a pandemic which has led to a number of public health and emergency measures which have been put in place by various levels of government to attempt to combat the spread of the virus. At this time, the duration and potential impact of COVID-19 is unknown and it is not possible to reliably estimate the impact these events may have on the financial results and condition of the Co-operative in future periods.

**5.3.1 Motion:** Moved by Randy Thompson and seconded by Brad Stangeland that the 2019 - 2020 audited financial statements are accepted as presented. **Motion carried unanimously.**

**5.33 Motion:** moved by Alex Haworth and seconded by Brad Stangeland that Werner Haag Chartered Accounts be appointed Auditor for the fiscal year 2020 – 2021. **Motion carried unanimously.**

**5.3.4 Other Reporting: None**

**6. Tittel Abraham court case – brief overview of outcome**

The court on appeal was decided in favor of Abraham Tittel. The ERE Cooperative Ltd. Bylaws should have been amended in 1986 when the Cooperative Associations Act was replaced by the Rural Utilities Act. Membership should have been defined in the Supplemental Bylaws.

**7. AEP Enforcement Order re Abraham Tittel – status update**

A public hearing was held on October 10<sup>th</sup>, 2019 and subsequent adjourned until the AEP Director completes the undertakings that the Panel requested. A tentative date will be set of March or April of 2020.

**8. Approval of Supplemental Bylaw for the Elbow River Estates Cooperative Ltd**

**Introduction:**

The Elbow River Estates Cooperative Ltd. (Coop) was incorporated in 1977 under the Cooperative Associations Act of Alberta. The Cooperative Associations Act had provisions in the form of default bylaws that defined how Coop membership was attained and or withdrawn.

In 1986 the Cooperative Associations Act was replaced by the Rural Utilities Act of Alberta (Act) and Rural Utilities Regulations respectively. The default bylaws in the Act do not adequately define the membership, specifically how it is obtained and or withdrawn. Given the lack of clarity the Coop Board should have amended the Coop Bylaws to address this shortfall.

Based on the current Coop Bylaws Section 4 Assessments, and the Caveat on the Abraham Tittel property 12 Elbow River Road the Coop Board proceeded to address the non payment of the water levy beginning July 2016 up to the end of fiscal 2018 as fiduciary obligation under the Act.

The Queens Bench decision re Abraham Tittel highlighted this shortfall in the Coop Bylaws. To that end the Coop is bringing forward supplemental bylaws which clearly address how membership in the Coop is obtained as well as to how membership is terminated.

## **ELBOW RIVER ESTATES COOPERATIVE LTD.**

### **SUPPLEMENTAL BY-LAW #1**

#### **General**

1. We rescind all previous supplemental bylaws.

#### **Interpretation**

2. In this Supplemental By-law:

“Association” means the Elbow River Estates Cooperative Ltd.;

“Board” means the board of Directors of the Association;

“Director” means a Director of the Association;

“Extraordinary resolution” means a resolution passed by a majority of not less than 2/3 of the votes cast at a general meeting of which not less than fifteen (15) days’ written notice specifying the intention to propose the resolution as an extraordinary resolution has been given;

“General meeting” means annual general meeting or special general meeting; and

“Registered Owner(s)” means person or persons owning a residence within the Elbow River Estates Cooperative Ltd. water service area.

“Member” means a Member in good standing as defined in section 9 herein.

“Provincial Director” means the Director of Water and Sewage Co-operatives, appointed by the Minister;

#### **Objects**

3. The objects of the Association are those set forth in the Memorandum of Association.

#### **Nature of the Association**

4. To operate a water system and to provide such other services to the residents of Elbow River Estates as the Members, from time to time, may determine on a non profit basis; provided that provision for reserves for repair or replacement of the water system and other contingencies in connection therewith may be made and included in rates to be charged to users.

#### **Membership**

5. With the purchase of a residence in the Elbow River Estates Cooperative Ltd. water service area as defined the District of Rocky View County (copy attached) the registered owner(s) does become a Member of the Association and as such will take potable water from the Association.

- 5a. The Members of the Association shall comply with the By-Laws of the Association as interpreted by the Board of Directors of the Association.



- 5b. The Registered Owners shall comply with all terms of the By-Laws notwithstanding that the lot or lots, as the case may be, may be rented or leased or other persons are allowed other than the registered owners to live in the said residence.
- 5c. All Members shall be responsible for the operation and maintenance of the water supply system through the services of the Board of Directors of the Association as specified in the License to Operate issued by the Director of Standards and Approvals Division, Alberta Environment, to whom the Board of Directors must report.
- 5d. **Clause struck per motion below**
- 5e. The Association shall not be liable for any deficiency in the source or supply of water arising out of any malfunction of the water distribution system, the equipment or material thereof for any cause beyond reasonable control of the Association.
- 5f. The Members, agree to restrict water usage from time to time as directed by the Association in the sole discretion of the Board of Directors if the Association determines there is a shortage or impending shortage of water.
- 5g. The Members shall agree to pay to the Association for water utilized, such Levy to be paid at a frequency and in accordance with a levy schedule as authorized by the Board of Directors of the Association from time to time.
- 6. Termination of the Membership in the Association on or after December 17<sup>th</sup>, 2019 can only occur as a result of the sale of the residence in the Elbow River Estates Cooperative Ltd. water service area.
- 7. An Annual Levy, however calculated, shall be made against each Member. If any Member shall default for more than thirty (30) days in paying such levy, the Association may, at its discretion, take such steps to enforce payment as it deems necessary and, without restricting any rights it might have, shall be entitled to suspend or cancel services to the defaulting Member.

#### **Address for Service**

- 8. The office of the Association shall be:

31157 Elbow River Drive  
Calgary, Alberta  
T3Z 2T9

#### **Member in Good Standing**

- 9. Will comply with all policies and By-Laws of the Association and providing payment of the required Annual Levy.
- 10. Any Member of the Association who is a “Member in good standing” may attend and vote at meetings of the Association and be elected as a director of the Association.
- 11. The definition of “Member in good standing” shall be a person who:
  - 11a. has paid all membership Levies in full;

- 11b. is a Member of the Elbow River Estates Community Association;
  - 11c. is in compliance with all policies, and standard and supplemental bylaws of the Association; and
  - 11d. has paid all accounts rendered by the Association as they became due or has not been declared by the Board, acting reasonably, to be a Member not in good standing.
12. If the Board has declared a Member to be a Member not in good standing, the Board shall give written notice to the Member of its decision in the form attached as Schedule 1 herein.

#### **Annual general meeting**

13. Annual general meeting of the Association will be held within one hundred and twenty (120) days of fiscal year end on a day and at an hour and place decided by the Board.
14. The order of business at an annual general meeting shall be as follows:
- 14a. meeting called to order;
  - 14b. reading and approval of minutes of the proceeding meeting;
  - 14c. reports of Directors and Board;
  - 14d. reports of executive committees appointed at a previous meeting;
  - 14e. reports of auditor;
  - 14f. unfinished business;
  - 14g. nomination and election of Directors;
  - 14h. nomination of auditor;
  - 14i. new business; and
  - 14j. adjournment

#### **15. Notice of meetings**

- 15a. The Board or Members calling a general meeting of the Association must give at least 10 days' notice of the meeting
- 15b. by email to each member of the Association, at the Member's email address last registered in the office of the Association, a notice stating the hour, day and place of the meeting.
- 15c. if the addition or repeal of or amendment to any provision of the By-laws of the Association or its memorandum of Association is to be proposed at the meeting, the intent of the proposed change must be included in the notice of meeting.
- 15d. the accidental omission to give notice of any meeting to any Member shall not invalidate the proceedings of any such meeting.

**16. Voting at general meetings**

- 16a. at a general meeting of the Association, a majority vote of the Members casting votes may decide all questions, except when an extraordinary resolution is required.
- 16b. at general meetings of the Association each Member in good standing has one (1) vote per lot owned by the Member on any matter to be decided by the Members; and
- 16c. no Member may vote by proxy.

**Composition and election of the Board**

- 17. The Board shall consist of not less than five (5) and not more than seven (7) Directors.
- 18. Any Member in good standing or the representative of a corporation that is a member in good standing is eligible to be elected as a Director.
- 19. Retiring Directors are eligible for re-election.
- 20. Candidates for election to the office of Director must be nominated openly at a general meeting of the Association.
- 21. The election of Directors shall be by ballot or by show of hands, to be determined by the Board, and each member in good standing is entitled to one vote only and each vote shall be cast or given by the Member entitled to vote and by no other person.
- 22. Directors are to be elected at the annual general meeting of the Association.
- 23. If an election of Directors is not held at the General meeting of the Association, an election may be held on another day at a special General meeting of the Association called for that purpose, notice being given of the election as provided in the standard by-laws for calling a General meeting, and all acts of the Directors before their successors are appointed, unless otherwise invalid, are valid and binding.
- 24. When a vacancy occurs on the Board, the remaining Directors may appoint as a Director a member who is in good standing with the Association, who shall hold office until the next general meeting of the Association.
- 25. All acts of the Directors are valid notwithstanding a defect in the appointment or qualification of any Director.
- 26. The term of office of a Director is 3 years.

**Powers and duties of the Board**

- 27. The Board is to direct and supervise the business of the Association, and may exercise all the powers of the Association that are not required to be exercised by the membership in a general meeting.

28. The Board may appoint an executive committee from among its number and prescribe the committee's duties.
29. Meetings of the Board shall be held not less than once every three (3) months.
30. A Director who is a party to any legal proceedings against the Association is not entitled to vote or be present at any part of a meeting of the Board when the subject-matter of the legal proceedings is under consideration.
31. The Board may designate the offices of the Association and specify the powers and duties of each office.
32. Upon application by a Member or Members of the Association, the Board shall disclose to the requesting Member or Members of the Association no later than ten (10) days after the Association receives a complete and valid request under this section:
  - 32a. the membership register available to Members shall consist the names of the Members and their respective addresses.
  - 32b. the summary of the latest annual return of the Association and other information respecting the financial position of the Association
  - 32c. requests for other types of information are subject to approval of the Board.
  - 32d. a request under section 32 must be in writing, state clearly the information requested, and include the name and address of the applicant member.

#### **Quorum of Board meetings**

33. At a meeting of the Board, four (4) Directors shall constitute a quorum.

#### **Fiscal year end**

34. The fiscal year end of the Association shall be September 30 in each year.

#### **Auditor**

35. No person holding office in or employed by the Association is eligible to be appointed as the auditor of or to perform any of the duties of the auditor of the Association.
36. The auditor is to be appointed by resolution passed at an annual general meeting of the Association or at a special general meeting of the Association called for that purpose.
37. The auditor must be a member in good standing of an Association of accountants recognized by the Director.
38. The auditor will review closed books at each fiscal year end and provide an Auditor's Report to be presented to the annual general meeting.
39. The auditor is to make a report to the Members:

- 39a. on the results of the audit with respect to the reserve account, and
- 39b. on the financial statement of the Association and that report must be laid before the Membership at an annual general meeting of the Association.
- 40. The auditor's report must include the auditor's opinion as to whether the financial statement referred to in the report presents fairly, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period, if any, the financial position of the Association and the results of the Association's operations for the period under review.
- 41. The auditor, in the auditor's report, must also make any statements the auditor considers necessary in any case where
  - 41a. a financial statement is not in agreement with the accounting records,
  - 41b. a financial statement is not in accordance with the requirements of the Act,
  - 41c. the auditor has not received all the information or explanations that the auditor has required, or
  - 41d. the auditor's examination indicates that proper accounting records have not been kept.
- 42. The person responsible for giving notice of meetings of the Association must notify the auditor of all general meetings of the Association.
- 43. The Board shall keep a register of Members which includes the name, address, email and contact phone number of each Member and the number of lots owned by the Member.

**Discussion on the proposed Supplemental Bylaws:**

**Motion:** Moved by Phillip Mincher and seconded by Kirk Cottrell that Clause 5d be struck from the proposed Bylaws. **Motion carried unanimously.**

- 5d. The Registered Owners, prior to the connection to the water system shall install, and thereafter maintain and replace as required, a water meter inside the principal dwelling house, with remote readout on the exterior of the said house, and from time to time representatives of the Association upon reasonable notice, shall be allowed to enter the lands and read the meter and to perform other activities as may be required to ensure the fair and accurate measurement of water consumed by the owner is obtained.

**Motion:** Moved by Randy Thompson and seconded by Phillip Mincher that Clause 16c be amended to allow for Proxy voting. **Motion carried.**

- 16c. no Member may vote by proxy.

**Motion:** Moved by Randy Thompson and seconded by Phillip Mincher that Bylaws be accepted as amended. **Motion carried unanimously.**

**9. Elbow River Estates Cooperative Ltd. – Annual Member Levy**

The Board recommends that annual Levy remain unchanged at \$2,400 (CPI Increase) for fiscal 2020-2021.

***Motion: Be It Resolved***

Moved by Don Dumka and seconded by Gordon Wood that Annual Levy Payment to the Elbow River Estates Cooperative Ltd. for the 2020 – 2021 fiscal year remain at \$2,400 (two thousand four hundred dollars) and at that the Annual Levy NOT be increased for the Consumer Price Index per Stats Canada. Further, payment options are 1) Lump Sum of \$2,400 per December 2019 invoice or 2) Pay via monthly auto debit of \$200. **Motion carried unanimously.**

**10. Ratification of the Actions of the Board**

***Motion:*** Moved Randy Thompson and seconded by Phillip Mincher that the membership of Elbow River Estates Co-operative Ltd. ratify the actions of its Board of Directors for the fiscal year ending September 30, 2020 and other actions up to and including the AGM held July 28<sup>th</sup>, 2021. **Motion carried unanimously.**

**11. Election of New Board Members for the 2020 - 2021 Fiscal Year**

Our bylaws state that the Board must consist of an odd number of Directors, not fewer than five and capped at a maximum of seven. In Fiscal Year 2019 - 2020, we had with five Board Members.

Given that there are two incumbent Board members the President (Gordon Lang) then asked for nominations from the floor to the Board to fill the remaining positions, minimum three or maximum five positions.

- 1) If the number of nominees equals the three vacant positions then the nominees are declared elected by acclamation
- 2) If there 4 nominees then we have run off for to have a five member board.
- 3) If there are 5 nominees and no other the all candidates are elected by acclamation.
- 4) If there are 6 or more nominees then we have vote for the maximum five vacancies bringing the board to the maximum of seven.

Phillip Mincher acknowledged that he would let her name stand for the Board.

The President then asked three times if there were any other nominations from the floor.

**12. Other Business; None**

**13. Adjournment**

***Motion:*** Moved by Phillip Mincher and seconded by Brad Stangeland that the 2020 Annual General Meeting of the Elbow River Estates Cooperative Ltd. be adjourned. **Motion carried. Meeting adjourned at 19:49 hours.**

---

Michael Zubkow, Acting Chair

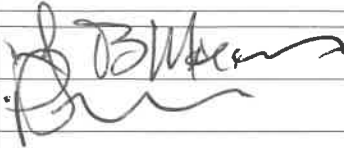






---

Claudine Tylor, Acting Secretary

# ELBOW RIVER ESTATES 2020 AGM - Member Sign In July 28, 2021 AGM

LOT #	NAME		
6	Anderson, Carolle		
8	Bogle, John and Rachel		
55	Boros, Andy and Roza		
21	Conway, Trevor and Karen		
28	Cottrell, Kirk and Giselle		
38	Coupland, Dave and Gloria		
1	Culham, Gerry and Diane		
12	Dahl, Dr. Aron and Dianne		
11	Dubienski, Dr. Ralph and Glenda		
19	Dumka, Don and Willa		
41	Duthie, Ian and Linda		
24	Edwards, Fred and Starchuk, Tracy		
69	Fares, Sam and Gada		
9	Fisher, Paul and Seana		
45	Gawrzyjal, Agata		
63	Goswami, Anurag		
49	Gotmy, Sid and Whitworth, Kelley		
48	Harle, Brent and Christine		
35	Haworth, Alex and Amber		
20	Henry, Tom and Joan		
26	Hofmeister, Les and Angela		
54	Horvath, Andor and Maria		
30	Hrudko, Anne		
27	Hudye, Alan and Frances		
4	Korpach, Art and Deborah		
33	Lang, Gordon and Louise		
46	Lazelle, Larry and Laury		
67	Lee, Alfred		
36	MacDonald, Jamie and Jamie		
25	MacIntyre, Ian & Heather Park (daughter)		
37	McGorman, David & Friedland, Dr. Lisa		
5	McLean, Byron and Debbie		
57	McMullen, Dave and Jane		
16	Menzies, Christopher and Lisa		

# ELBOW RIVER ESTATES 2020 AGM - Member Sign In July 28, 2021 AGM

LOT #	NAME		
13	<b>Mercer, Bryan and Coleman, Diane</b>		
34	<b>Mincher, Phillip and Lynsey</b>		
58	<b>Mokly, Romuald and Alicja</b>		
31	<b>Nelson, Irene</b>		
10	<b>Peterson, Brandon and Kristi</b>		
17	<b>Phillipchuk, Matthew and Krista</b>		
65	<b>Samanani, Nashirali and Rose</b>		
70	<b>Sarhan, Jay and Dania</b>		
18	<b>Sawicki, Rudi and Irma</b>		
56	<b>Scheverman, Ruben &amp; Farkas, Eszter</b>		
51	<b>Silvestri, Frank</b>		
42	<b>Denis, Johnathan and Lisa</b>		
50	<b>Sotiropoulos, Louis and Elie</b>		
47	<b>Sotiropoulos, Theodore and Calliope</b>		
3	<b>Southward, Scott and Amber</b>		
7	<b>Stangeland, Brad &amp; Fraser, Jordanna</b>		
22	<b>Strydhorst, Simon and Sonya</b>		
53	<b>Sutherland, Dr. Garnette and Helen</b>		
64	<b>Tang, Ming</b>		
23	<b>Tanguay, Karen and Grose, Ed</b>		
52	<b>Thomassen, Neal and Mary</b>		
29	<b>Thompson, Randy and Tina</b>		
40	<b>Tylor, Lance and Claudine</b>		
44	<b>Van Der Putten, Nettie</b>		
39	<b>Mark, Alex and Neala</b>		
59	<b>Wang, James and Wei Gu</b>		
14	<b>Wash, Dr. Peter and Tara</b>		
43	<b>Wayne, Analea and Dave Glichrist</b>		
2	<b>Weeks, Mark and Brandie</b>		
32	<b>Wilson, Quinn and Naomi</b>		
15	<b>Wood, Gordon and Mona</b>		
66	<b>Zubkow, Michael and Brenda</b>		

Mark, Neala

Neala Mark