

## **Trochu Housing Corporation Meeting**

### **Annual General Meeting**

**Monday November 10<sup>th</sup>, 2025, from 4:00 pm - 4:30 pm**  
**Town of Trochu Administrative Office, Trochu, AB**

#### **Agenda**

**Directors Present:** Richard Hoppins, Barry Kletke, Paula Kowalchuk, Chris Reeds,  
Ken King, Dave Nelson, Ron Zook

**Alternate Director Present:** Laura Lee Machell-Cunningham, Carl Peterson

**Management/Consultant Present:** Jamie Collins, Sam Smalldon

**Recording Secretary:** Jamie Collins

**Invited Guests:** Scott Baerg, Covenant Health, Ginny Walker, St. Mary's Foundation, Lyle Nelson, Trochu Seniors Housing Society

- 1. Approval of Agenda**
- 2. Approval of AGM Minutes November 12<sup>th</sup>, 2024**
- 3. Letters of Appointment**
- 4. Conflict of Interest**
- 5. Election of Chair of the Board**
- 6. Election of Vice Chair**
- 7. Appointment of Officers**
  - a. President
  - b. Secretary/Treasurer
- 8. Confirmation of Bylaws**
- 9. Committees**
- 10. Add New Board Members**
- 11. Risk Management**
- 12. Public Accountant/Auditor and Financial Year-End**
- 13. Banking and Signing Authorities**
- 14. 2026 Meeting Schedule**

4:00 PM Town of Trochu Office

  - January 12<sup>th</sup>, 2026
  - March 16<sup>th</sup>, 2026
  - May 11<sup>th</sup>, 2026
  - July 13<sup>th</sup>, 2026
  - September 14<sup>th</sup>, 2026
  - AGM November 9<sup>th</sup>, 2026
- 15. Adjournment**

**Trochu Housing Corporation Meeting**

**Annual General Meeting**

**Tuesday November 14<sup>th</sup>, 2023**

**Town of Trochu Administrative Office, Trochu, AB**

Minutes

**Directors Present:** Ken King, Barry Kletke, Paula Kowalchuk, Chris Reeds,  
Carl Peterson, Ron Zook

**Alternate Director Present:** Wade Christie, Jaime Martel

**Management/Consultant Present:** Jamie Collins, Sam Smalldon

**Recording Secretary:** Jamie Collins

Sam Smalldon Called the meeting to order at 4:00 pm

**1. Approval of Agenda**

*Director Ron Zook made the motion to approve the agenda.*

**CARRIED**

**2. Approval of AGM Minutes November 14<sup>th</sup>, 2022**

*Vice Chair Paula Kowalchuk made the motion to approve the minutes.*

**CARRIED**

**3. Letters of Appointment**

- a) Letters from Kneehill County and The Town of Trochu appointing Board Members for 2023/2024 are on file.

**4. Conflict of Interest**

- a) Conflict of Interest – circulated, signed, and returned to Jamie Collins

**5. Election of Chair of the Board**

- President Sam Smalldon ran elections -called for nominations.

*Vice Chair Paula Kowalchuk nominated Barry Kletke for Chair of the Board.*

- Barry Kletke accepted the nomination

- No Other Nominations

*Director Ken King moved nominations to cease.*

**CARRIED**

- Barry Kletke was elected Chair of the Board for a one-year term

## **6. Election of Vice Chair**

- Chair Barry Kletke ran elections and called for nominations.

*Director Ron Zook nominated Paula Kowalchuk for Vice Chair of the Board.*

- Paula Kowalchuk accepted the nomination
- No Other Nominations

*Director Ken King moved nominations to cease.*

**CARRIED**

- Paula Kowalchuk elected Vice Chair for a one-year term

## **7. Appointment of Officers**

- a. President
- b. Secretary
- c. Treasurer

*Vice Chair Paula Kowalchuk made the motion that Sam Smalldon be appointed President and Jamie Collins be appointed Secretary/Treasurer.*

**CARRIED**

## **8. Confirmation of Bylaws**

*Director Chris Reeds made the motion to confirm the Bylaws.*

**CARRIED**

## **9. Committees**

- None needed currently; as the year progresses, there is likely to be working groups established.

## **10. Add New Board Members**

- Sam does not recommend the addition of any new Board Members – the Board agrees

## **11. Risk Management**

- We have a basic E&O insurance policy in place. Sam recommends we continue with this. Jamie will check the value.

*Director Ken King made the motion to check the insurance coverage and continue if adequate or increase if needed.*

*Vice Chair Paula Kowalchuk abstained from voting due to a conflict of interest.*

**CARRIED**

## **12. Public Accountant/Auditor and Financial Year End**

- Sam Smalldon recommended we continue with the relationship we currently have. The Town of Trochu provides accounting services, and the Town Auditor is available to provide assurances as required. The Board Agreed

### **13. Banking and Signing Authorities**

- Currently, Chair Barry Kletke and Secretary/Treasurer Jamie Collins

*Director Ken King made the motion to keep Chair Barry Kletke and Secretary/Treasurer Jamie Collins as signing authorities and to add Vice President Paula Kowalchuk.*

**CARRIED**

### **14. 2024 Meeting Schedule**

4:00 PM Town of Trochu Office  
January 15<sup>th</sup>, 2024  
March 11<sup>th</sup>, 2024  
May 13<sup>th</sup>, 2024  
July 8<sup>th</sup>, 2024  
September 9<sup>th</sup>, 2024  
AGM November 12<sup>th</sup>, 2024

*Director Chris Reeds made the motion to accept the meeting schedule.*

**CARRIED**

### **15. Adjournment**

*Meeting adjourned at 4:13 PM*

# Trochu Housing Corporation (THC)

## Conflict of interest policy and annual declaration

The purpose of this policy is to define Trochu Housing Corporation (THC) policies with regard to conflicts of interest, in a manner consistent with encouraging the highest ethical standards as a Canada Not For Profit Corporation and consistent with the THC's belief that directors should not receive benefits by virtue of their position and board service.

### 1. Covered Persons

This policy shall apply to all directors, officers, employees and other persons who are acting on behalf of the THC whether or not such persons are remunerated.

Persons acting on behalf of the THC shall include the Board Directors, the Officers and other contractors, individuals commissioned to undertake work on behalf of the THC, and individuals who receive benefit of any kind from the THC.

### 2. Definition of Conflict

A conflict of interest is a situation where a reasonable person would consider a covered person to have an interest that may conflict with the covered person's ability to act in good faith and in the best interest of the THC.

Conflicts of interest arise whenever the financial or personal interests of a covered person are, or appear to be, inconsistent or at odds with the interests of the THC. An appearance of a conflict of interest exists when it is reasonably likely that an observer may perceive a conflict of interest.

A conflict of interest exists when a covered person has an existing or potential interest in any entity, transaction or arrangement in which the THC also has an existing or potential interest, or when a covered person will derive a financial or other benefit directly or indirectly from the THC.

# Trochu Housing Corporation (THC)

## Conflict of interest policy and annual declaration

### 3. Financial and Business Transactions

Covered persons shall avoid financial transactions between themselves and the THC, themselves and a third party, or the THC and a third party that may adversely affect the performance of their duties. This includes transactions involving entities of which a covered person is a director, trustee, officer, committee member or key employee or has a substantial financial interest through ownership or control. The THC defines substantial financial interest as ownership interests of 5% or greater or any other substantial financial interest in any general partnership, limited partnership, limited liability company or similar type of business entity. This also includes all manner of interests, direct or indirect, including but not limited to profit sharing arrangements, rebates, commissions, compensation in any form, etc.

It is not the intent of this Policy to prevent a covered person from investing in publicly traded securities of issuers in which the THC has an interest or with which the THC does business. This Policy also is not meant to preclude a covered person from holding other equities or debt instruments which could not be expected to adversely affect the performance of his or her duties because of their relative size, the nature of the covered person's duties, or the insignificant nature of the relationship of the THC with the issuer. Special caution shall be taken in the timing of purchases and sales of securities, however, and a covered person whose duties involve the investment operations of the THC shall avoid purchases and sales of securities that may be interpreted as attempting to profit from special knowledge of the THC's investment operations or other confidential information obtained by reason of their duties. Any THC transaction takes precedence over any covered person's transaction.

Covered persons shall avoid investing in any property in which the THC has, or to their knowledge is considering, an investment. A covered person shall use special caution to avoid purchases and sales of any property that may be interpreted as attempting to profit from special knowledge of the THC's investment operations or other confidential information obtained by reason of the covered person's duties.

# Trochu Housing Corporation (THC)

## Conflict of interest policy and annual declaration

### 4. Other Interests

Covered persons shall avoid outside directorships, officerships, partnerships, trusteeships, employment and other business involvement and investments that may adversely affect the performance of their duties with the THC.

Covered persons shall avoid receipt of benefits or favours, or gifts or entertainment that may influence the performance of their duties with the THC.

Covered persons shall avoid promoting their personal interests by reason of their connection with the THC.

In the course of their duties, covered persons may receive confidential information concerning the THC, its administration, financial transactions, funding recipients and donors. Such information shall be used only for THC purposes and shall not be disclosed to any third parties.

### 5. Requirement to Disclose and Report

A covered person must make a timely and full disclosure in any situation where they have a conflict of interest or an appearance of a conflict of interest.

Covered persons have a duty to report suspected violations of the Policy to the Chair of the Board. Reports of suspected violations shall be addressed to the Chair of the Board and delivered to the Secretary of the Board in a sealed confidential envelope.

### 6. Failure to Disclose Conflict and Remedies

If the Board or a Committee has reasonable cause to believe that a covered person has failed to disclose an actual or possible conflict of interest, it shall inform the Chair of the Board and such covered person of the basis for such belief.

## Trochu Housing Corporation (THC)

### Conflict of interest policy and annual declaration

The Board shall afford such covered person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted by the circumstances, the Board determines that such covered person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate action which may include recommendation for removal from the Board or termination of employment, as appropriate, as well as reconsideration of whether the transaction or arrangement was in the best interests of and fair and reasonable to the THC at the time it was undertaken.

If it is determined that the transaction was not fair and reasonable to the THC, the THC, in its discretion, may void the contract and/or require such covered person to restore the THC to the financial position it would have been in if such covered person had been acting in compliance with this Policy. Where the latter remedy is employed, such covered person shall be required to make payments of cash or property to the THC in amounts equal to the value of the excess benefit he or she received plus interest. Any covered person who violates this Policy also may be liable for any penalties or taxes imposed under federal, provincial or other regulations.

#### 7. Administration of the Policy

The Board shall be responsible for the administration of the Policy. The Board shall review disclosure reports, receive questions about the application of the Policy from covered persons and provide guidance and instructions in those matters. The Board shall receive reports of suspected violations and make appropriate recommendations to the Board. The Board shall have the ability to retain outside experts as appropriate to ensure that a proposed transaction where a conflict of interest exists does not constitute an act of self-dealing. When a conflict of interest is reported prior to and in regard to a particular transaction, the Board shall make the determination whether and when that transaction may proceed. The Board shall review the Policy annually to ensure its continued appropriateness and applicability and report on any recommendations.

## Trochu Housing Corporation (THC)

### Conflict of interest policy and annual declaration

The interpretation of the Policy is one of caution and conservatism. While primary reliance is placed on the good judgment and integrity of covered persons, they are expected to error on the side of strict adherence to the Policy.

Directors and officers shall make disclosures and refer questions to the Chair of the Board. Other employees and those acting on behalf of the THC shall make disclosures and refer questions to the President.

Whenever a covered person determines that a conflict of interest or an appearance of a conflict of interest exists, or is in doubt about the appropriate application of the Policy, the covered person shall report in writing the facts and circumstances of the matter to the Chair of the Board or the President as appropriate, and shall govern themselves in accordance with the instructions received. Except as otherwise directed by those instructions, the covered person shall not participate in any discussion or decision relating to such matter.

In the event a conflict of interest or an appearance of a conflict involving a covered person arises, then unless and until such covered person receives contrary instructions from the Chair of the Board or from the President as appropriate the following procedures shall apply:

- The covered person shall not participate in any formal or informal discussion of, any decision or vote on, or attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict or appearance of a conflict may relate. Such a covered person who is a director may be counted to establish a quorum for meetings.
- Unless invited to answer questions or participate in discussions, the covered person shall temporarily recuse himself/herself from meetings in order to allow the remaining persons or members of the Board or Committee to engage in a full discussion regarding the contract, relationship, individual or organization in question. If the covered person is

## Trochu Housing Corporation (THC)

### Conflict of interest policy and annual declaration

a director and a vote is taken, then such director shall abstain from voting and the minutes of the Board meeting shall record this fact.

Annually, the Board shall require directors, officers, and other employees designated by the President to complete the annual declaration in Section 10.

This Policy is in addition to any other duties and responsibilities imposed on covered persons by applicable law or regulation.

#### 8. Documentation of Conflicts

The minutes of any meeting at which a transaction involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect that:

- The covered person made disclosure, withdrew from consideration of the transaction or recused him/herself from the meeting room and abstained from voting; or
- The covered person made disclosure but continued to participate pursuant to written instructions from the Chair of the Board or from the President, as appropriate, where those instructions shall be included with the minutes.

#### 9. Examples of Conflicts

The following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this policy. The list is not all-inclusive and is intended to provide guidance.

- *Self-benefit*: Using your position or relationship within the THC to promote your own interests, including using confidential or privileged information gained in the course of involvement with the THC for personal benefit or gain.
- *Influence peddling*: Soliciting benefits for yourself from outside organizations or individuals in exchange for using your influence to advance the interests of that organization or individual within the THC.

## Trochu Housing Corporation (THC)

### Conflict of interest policy and annual declaration

- *Other business relationships and dealings:* Approving grants or contracts with organizations or individuals in which you have a significant financial or other interest or relationship, particularly if you are in a position to influence major decisions, are responsible for review, negotiation and approval of the grants or contracts, or otherwise direct the THC's business dealings with that organization or individual.
- *Dealings with grantees:* Personally accepting anything of value from organizations or individuals that have grant proposals pending before the THC or have received grants from the THC.
- *Property transactions:* Directly or indirectly leasing, renting, trading, or selling real or personal property to or from the THC.

#### 10. Annual Declaration

The THC requires each board member and officer, and employees designated by the President, to annually review the Policy and acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of the Policy.

The information provided on this form shall be available for inspection by members of the Board, but shall otherwise be held in confidence except when, after consultation with the applicable board member, officer, or employee, the Board determines that THC's best interest would be served by disclosure.

# Trochu Housing Corporation (THC)

## Conflict of interest policy and annual declaration

### Conflict of Interest Policy Annual Declaration

The standard of behaviour at THC is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the THC on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the THC's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other not-for-profit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

*Signature* \_\_\_\_\_

*(PRINT NAME)* \_\_\_\_\_

*Date* \_\_\_\_\_

**Amended and Restated Bylaws of Trochu Housing Corporation**  
**Approved by the Board of Directors**  
**December 16<sup>th</sup>, 2024**

**Section 1 – General**

**1.01 Definitions**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted as amended from time to time; “**Articles**” means the original or restated articles of incorporation or articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation:

“**Board**” means the board of directors of the Corporation and “**Director**” means a member of the board;

“**Bylaw**” means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;

“**Corporation**” means the Trochu Housing Corporation;

“**Meeting of Members**” includes an annual meeting of members or a special meeting of members;

“**Ordinary Resolution**” means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;

“**Proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

“**Public Accountant**” means a person with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws or otherwise under the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**Special Meeting**” includes a special meeting of all members entitled to vote at an annual meeting of members;

“**Special Resolution**” means a resolution passed by a majority of not less than two third (2/3) of the votes cast on that resolution.

**1.02 Interpretation**

For the interpretation of the Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders and identities, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

**1.03 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

**1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of documents shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. A signing Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

#### **1.05 Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors.

#### **1.06 Budget Approval**

At each annual meeting of the members, the members will be presented with the operation budget of the Corporation and will vote to approve the operation budget by ordinary resolution.

#### **1.07 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

#### **1.08 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

#### **1.09 Borrowing Powers**

If authorized by a bylaw, which is duly adopted by the Directors and confirmed by Ordinary Resolution of the members, the Directors of the Corporation may from time to time:

- a. Borrow money on the credit of the Corporation;
- b. Issue, re-issue, sell, pledge, or hypothecate debt obligations of the Corporation, and,
- c. Mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such bylaw may provide for the delegation of such powers by the Directors to such Officers or Directors of the Corporation to such extent and in such manner as may be set out by the bylaw.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

### **1.10 Insurance**

Directors and officers liability insurance, including errors and omissions coverage, in such amounts and with such deductible as the Board may determine, insuring the Board and every member thereof from time to time and all employees of the Corporation from and against all loss, costs, and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a member or officer of the Board.

## **Section 2 – Membership**

### **2.01 Membership Conditions**

Subject to the Articles, membership in the Corporation shall be limited to municipalities in Alberta that meet the following criteria:

- a. the municipality is located within the Kneehill Region;
- b. the municipality is added to the membership by a Special Resolution of the members;
- c. the municipality commits any financial assistance that is determined by the directors as necessary for membership in the Corporation.

### **2.02 Initial Member**

The Town of Trochu is the initial member of the Corporation and the Town of Trochu is deemed to be a member for the purpose of membership approval as set out in section 2.01(b).

### **2.03 Member Rights**

Each member shall be entitled to receive notice of, attend, and vote at all meetings of the Corporation.

Pursuant to subsection 197(1) (Amendments of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendments to this section of the Bylaw if those amendments affect membership rights and/or conditions described in paragraphs 197(1),(e),(h),(l), or (m).

### **2.04 Notice of Meeting of Members**

There shall be an annual general meeting of the members held within 14 months of the last annual general meeting. On the request of at least 75% of the members, a Special Meeting of the members shall be called by the Directors of the Corporation.

Notice of the time and place of a meeting of members shall be given to each member at the meeting by the following means:

- a. By mail, courier, or personal delivery to each member during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephone, electronic, or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(Amendments of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members.

### **2.05 Absentee Voting by Mail Ballot**

Pursuant to subsection 197(1) (Absentee Voting) of the Act, a member may vote by mailed in ballot if the Corporation has a system that:

- a. Enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a Special Resolution of the members is required to make any amendment to the Bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

### **2.06 Non-Transferability**

Membership in the Corporation is not transferable.

### **2.07 Termination of Membership**

A membership in the Corporation is terminated when:

- a. The member ceases to satisfy the eligibility requirements set out in Section 2.01;
- b. The member resigns by delivering a written resignation to the chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation; and
- c. The Corporation is liquidated or dissolved under the Act.

Subject to the Articles upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **2.08 Member Representative**

Each member will appoint a representative person who will have the authority to attend meetings and vote at any meeting on behalf of any member. On any matter that requires notice given to the member, the Corporation will give such notice to the member to the attention of the member representative.

## **Section 3- Meetings of Members**

### **3.01 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, Directors, and the Public Accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

**3.02 Chair of the Meeting**

In the event that the Chair of the Board and the Vice-chair of the Board are absent, the members who are present at the meeting shall choose one of their members to chair the meeting.

**3.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 65% of the members at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**3.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the Articles or Bylaws of by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**3.05 Participation by Electronic Means at Member's Meetings**

If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the Bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication facility that the Corporation has made available for that purpose.

**3.06 Members Calling a Member's Meeting**

The Board of Directors shall call a Special Meeting of members in accordance with section 167 of the Act (Requisition of Meeting), on written requisition of members carrying not less than 50% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition any member who signed the requisition may call the meeting.

**3.07 Specific Member Authority**

In addition to any matters where are the subject of the exclusive authority of the members of the Corporation under the Act or the articles of the Corporation, the following matters pertaining to the business and affairs of the Corporation are reserved exclusively to the authority and approval of the members who shall have the power to:

- a. make, amend and repeal the Articles of the Corporation with unanimous consent;
- b. make, amend and repeal the Bylaws of the Corporation with unanimous consent;

- c. in addition to any qualifications in the Act, specify eligibility and residency criteria for the Directors;
- d. elect, re-elect and remove Directors and fill vacancies on the board;
- e. approve the operations budget of the Corporation;
- f. approve the sale, lease, exchange or disposal of all or substantially all or a material portion of the property of the Corporation; and
- g. approve all borrowing requirements of the Corporation.

## **Section 4 – Directors**

### **4.01 Election and Term**

The Board shall consist of a minimum of 3 and a maximum of 9 Directors. The Directors shall be elected by the members of the Corporation at the annual meeting of the members. Notwithstanding the foregoing, the members will elect Directors as follows:

- i. Two Town of Trochu council members,
- ii. Two Trochu community members,
- iii. One Town of Trochu staff member, and
- iv. One Kneehill County council member.

Any remaining positions on the Board of Directors shall be filled by persons who are not officers or employees of the Corporation. The Directors shall be elected by members at each annual general meeting at which an election of Directors is required, and the Directors shall hold office for a term of four (4) years. No Directors shall serve more than two (2) consecutive terms in office.

Unless authorized at any meeting, no Director shall receive any remuneration for services provided to the Corporation but may be reimbursed for reasonable expenses related to Board of Director's activities.

## **Section 5 – Meetings of Directors**

### **5.01 Calling of Meetings**

Meetings of the Board may be called by the Chair of the Board or the Vice-chair of the Board.

### **5.02 Notice of Meetings**

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. Delivered personally to the latest address shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
- b. Mailed by prepaid ordinary mail to the Director's address as set out in (a);

- c. By telephone, electronic or other communication facility at the director's recorded address for that purpose; or
- d. By an electronic document in accordance with Part 17 of the Act (Documents in Electronic or Other Form).

Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose of the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **5.03 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required of any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Notwithstanding the foregoing, the Board shall hold a minimum of 4 meetings per calendar year. The Board of Directors shall attend the annual general meeting of the members.

Votes by proxy are not accepted at meetings of the Board.

### **5.04 Quorum**

A quorum at any meeting of the directors shall be 50% of the directors provided that at least one director who is also a Town of Trochu Council Member and one director who is also a County of Kneehill Council Member are present at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **5.05 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

### **5.06 Committees**

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

### 5.07 Participation by Electronic Means at Director's Meetings

If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these Bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication facility that the Corporation has made available for that purpose.

## Section 6 – Officers

### 6.01 Description of Officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** – the Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.
- b. **Vice-Chair of the Board** – the Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair is absent or is unable to or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c. **President** – if appointed, the President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – if appointed, the Secretary shall attend and be the Secretary of all meeting of the Board, members, and committees of the Board. The Secretary shall enter anything of cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the Public Accountant, and members of committees the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. **Treasurer** – if appointed, the Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for the Board or President requires of them. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

## **6.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may, remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a. The Officer's successor being appointed,
- b. The Officer's resignation,
- c. Such Officer ceasing to be a Director (if a necessary qualification of appointment) or
- d. Such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## **Section 7 - Notices**

### **7.01 Method of Giving Notices**

Any notice (which includes any communication or document) to be given (which includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the Bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- a. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors); or
- b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. If sent to such person by telephone, electronic or other communication facility at such person's recorded address for that purpose; or
- d. If provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, Public Accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **7.02 Invalidity of any provisions of the Bylaw**

The invalidity of unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw.

### **7.03 Omissions and Errors**

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **Section 8 – Authority**

The Board shall, subject to the Bylaws, have full control and management of the affairs of the Corporation.

The Board shall in general, exercise authority for the Corporation including the authority to:

- a. Determine the scope of its activities and its general policies of operation;
- b. Carry out the purposes outlined in these Bylaws;
- c. Administer, buy, sell, lease, borrow, pledge or otherwise deal with the whole or any part of the property of the Corporation;
- d. Borrow, raise or secure the payment of money in any manner it thinks fit for the purpose of carrying out its objects, and by Special Resolution of the Corporation, the issue of debentures;
- e. Maintain a voting membership for the Board and appoint the Officers of the Corporation; and
- f. Strike standing and ad hoc committees and empower them as the Board determines appropriate to fulfill its mandate. The Board may define the objectives, membership, authority any terms of each such committees, with the exception of the constraint that at least one member of any committee must be a member of the board.

### **Section 9 – Committees**

The Board may appoint committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such committees, establish terms of reference for such committees and may fix by resolution any remuneration to be paid.

### **Section 10- Financial Review**

#### **10.01 Appointing a Public Accountant**

The Members shall, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant who shall serve until the close of the next annual general meeting. If a Public Accountant is not appointed at an annual general meeting, the incumbent Public Accountant will be deemed to continue to so act until a successor is appointed by Ordinary Resolution.

#### **10.02 Removal of Public Accountant**

A Public Accountant may be removed by Ordinary Resolution, except where such Public Accountant is appointed by the court in accordance with the Act. A vacancy that is created by

the removal of the Public Accountant may be filled by Ordinary Resolution at the Special Meeting at which the prior Public Accountant was removed, provided that if not so filled at that meeting, the vacancy will be filled by ordinary resolution of the Directors following the meeting of members.

#### **10.03 Notice of Removal**

A Public Accountant will be promptly informed in writing of his or her appointment or removal.

#### **10.04 Restrictions on Who May be Public Accountant**

No Director, Officer or employee of the Corporation will be the Public Accountant.

#### **10.05 End of Appointment of Public Accountant**

The Public Accountant will cease to act upon:

- a. Ceasing to meet the restrictions set out in Section 10.04;
- b. Delivering his or her resignation in writing to the Corporation or by mailing or delivering it to the address of the Corporation, which resignation will be effective on the later of (I) the effective date of resignation state therein, and (II) the date on which the resignation is received by the Corporation, as the case maybe;
- c. His or her death;
- d. His or her removal in accordance with these Bylaws; or
- e. The date on which a replacement Public Accountant is appointed in accordance with these Bylaws.

#### **10.06 Attendance at Meetings**

The Public Accountant may, and if so, requested by a member or Director in accordance with the Act, attend any meeting of members, and Directors' meeting and any meeting of the Audit Committee and advise on matters related to his or her duties as the Public Accountant.

#### **10.07 Annual Audit**

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

#### **10.08 Reporting of Audit**

After conducting an audit engagement, the Public Accountant will report to the members in the manner required in the Act.

### **Section 11 – Amendment of Bylaws**

Any amendment, addition to, or repeal of these Bylaws by Special Resolution is effective on the latter of:

- a. The date on which the Special Resolution authorizing the alteration was passed; and
- b. Such later date as may be set out in writing in the Special Resolution authorizing the alteration.

### **Section 12 – Indemnification**

Subject to the Act, every person when acting in his or her capacity as a Director, an Officer of the Corporation or a member of a committee of the Corporation and any other servant or agent of the Corporation shall, out of the Corporation's funds, be indemnified and saved harmless

from and against any liability he or she may suffer or incur arising out of the normal operation of the Corporation, or out of any duty or responsibility under these Bylaws, or out of any undertaking or assignment authorized by the Board and for all costs, charges and expense which he or she may suffer or incur in the defense of any claim, action, suit or proceeding alleging such liability, provided such liability, costs, charges and expense are suffered or incurred without his or her own willful default.

Dated effective the December 16<sup>th</sup>, 2024



Sam Smalldon, President



Barry Kletke, Chair