

## **Special Resolution #1-Repaving and Recurbing Project CKE Rink**

**Background to Special Resolution:** The paved outdoor skating area is a very important recreational facility within the CKE Community that adds to the wellbeing and sense of belonging in our community.

The rink area was in poor condition, as evidenced by the cracks in the rink surface area and the significantly increased amount of weed growth that existed last summer relative to prior years. The concrete curbs also needed to be replaced because of such factors as their age, the high expected cost of doing needed repairs for portions of the curbs over time, the need to improve drainage and the need to optimize flooding functionality during the skating season.

We sought bids from three credible bidders. We chose to proceed with the lowest bidder for the combined repaving and recurbing program (\$52,307, plus GST), subject to: (i) receipt of a Lifecycle Capital Grant from the City of Calgary; and (ii) approval of a Special Resolution by the Community at a Special Meeting of the CKE Community Association.

The City approved our application for a Lifecycle Capital Grant for the full project on December 8, 2025, shortly following our grant submission. This will see the CKE Community Association being reimbursed 75% of the total cost of the project. Using the estimates above, the net exposure to the CKE Community Association after receipt of the City's Lifecycle Capital Grant will be approximately \$13,100, plus GST. This amount can be funded easily from the funds within control of the CKE Community Association.

Article 8.2.4 of the By-laws of the CKE Community Association requires authorization of the CKE Community Association members through a Special Resolution for any single expenditure anticipated to exceed \$20,000.

Although the net cash exposure to the CKE Community Association would fall below that \$20,000 threshold, the commitment to the service provider would require the CKE Community Association to remain responsible for payment, with reimbursement from the City for the 75% grant amount in due course. As a result, we are presenting this expenditure for approval through a Special Resolution.

Assuming quorum requirements are satisfied, a Special Resolution requires the approval of 75% of the voting members attending the Special Meeting of the Community Association to pass.

### **Motion:**

To approve a project for the repaving and recurbing of the paved outdoor skating area of the Chinook Park-Kelvin Grove-Eagle Ridge Community Association at an estimated gross cost of \$52,307 (before Goods and Services Tax), subject to reimbursement in due course of 75% of the full cost of the project through a City of Calgary Lifecycle Capital Grant that was approved by the City of Calgary on December 8, 2025 (i.e., net exposure to the Community Association of approximately \$13,100, plus GST, using the bid estimate).

## **Special Resolution #2-Modifications to the CKE Community Association By-laws**

**Background to Special Resolution:** The fiscal year end of the CKE Community Association is March 31<sup>st</sup> of each year as per the definition of "Fiscal Year" in Section 3.1.19 of the CKE Community Association By-laws. Article 5.2.1 of the By-laws includes a requirement that the Annual General Meeting of the Membership of the Community Association be held on or before June 15<sup>th</sup> of each year.

The period between the end of the fiscal year end and the required date for the Annual General Meeting of the Membership is very short. This could be problematic if there were any issues that needed to be resolved or there were any logistical challenges in commencing and completing the audit of the accounts of the Community Association, such as the logistical challenges that occurred in the spring of 2025.

Although we will still endeavour to have the Annual General Meeting on or before June 15<sup>th</sup>, we propose to amend the By-laws to provide flexibility for the Board to vote to defer the Annual General Meeting to within six months after the end of the fiscal year (i.e., by September 30<sup>th</sup> of the applicable year) if the Board determines that this is required to provide audited financial statements at the Annual General Meeting. We had also considered the possibility of modifying our fiscal year end, but that change would have been significantly more complicated.

In conjunction with this conceptual change, we are proposing several minor fine tuning changes to the By-laws. Article 8.2.3 is proposed to be amended to be clear that the specified amounts are before GST and any other sales tax. Article 8.2.4 is proposed to be amended to increase the current financial threshold for a Special Resolution from \$20,000 to \$25,000 before GST and any other sales tax. This reflects that this threshold has been unchanged since the 2003 By-laws and the significant inflation we have seen since the 2022 update to the By-laws, and clarifies that the threshold is before the application of GST and any other sales tax to the expenditure.

The proposed modifications are shown in underlining in the Motions below, with any deletions shown in strikethrough. Modifications to the By-laws require a Special Resolution of the CKE Community Association. Assuming quorum requirements are satisfied, a Special Resolution requires the approval of 75% of the voting members attending the Special Meeting of the Community Association to pass.

**Motion:** To make the following changes to the By-laws of the Chinook Park-Kelvin Grove-Eagle Ridge Community Association, as indicated by underlining and strikethrough:

(a) Modify Article 5.2.1 to the following:

The Board of Directors shall convene an Annual General Meeting of the Membership on or before June 15<sup>th</sup> of each year, provided that the Board may defer the Annual General Meeting for any particular year until not later than September 30<sup>th</sup> of that year if the Board determines, by vote, that the deferral is reasonably required in order to be able to present audited financial statements at the Annual General Meeting. An Annual General Meeting shall normally be held in person. However, the Board may direct that an Annual General Meeting be held using Electronic Means if: (i) an in-person meeting is prohibited due to governmental restrictions on in-person gatherings; or (ii) the Board otherwise reasonably determines that there are exceptional circumstances respecting the logistics of being able to conduct the Annual General Meeting that make an in-person meeting impracticable.

(b) Modify Article 8.2.3 to the following:

Subject to Article 8.2.5, approval by a simple majority of the Board is required for:

- a) any single expenditure not included in the approved budget that exceeds \$1,000.00 (before Goods and Services Tax and any other applicable sales tax); and
- b) any single expenditure included in the approved budget that is anticipated to be overexpended by the greater of \$2,000.00 or 20% of the amount included in the approved budget for that expenditure (before Goods and Services Tax and any other sales tax in each case).

(c) Modify Article 8.2.4 to the following:

Subject to Article 8.2.5, the Association may not make any single expenditure anticipated to exceed ~~\$20,000.00~~ \$25,000.00 (before Goods and Services Tax and any other sales tax) without specific authorization through a Special Resolution.

### **Special Resolution #3-Waiver Of Term Limitation On Officer Roles**

**Background to Special Resolution:** The By-laws include term limitations on the duration for which a Director may serve in consecutive years: (i) in the same position as an Officer on the Board of Directors; and (ii) as an Officer on the Board in a variety of positions. These Articles were included to ensure that there would be a turnover on the Board to allow the composition of the Board and the Officer roles to evolve over time.

The specific restrictions with respect to the Officer roles on the Board (President, Vice-President, Secretary and Treasurer) are in Articles 7.4.3 and 7.4.4, and are as follows:

No person shall be elected as President for more than three one-year terms in succession.

Subject to Article 7.4.3, no person may hold the same position as an Officer for more than three one-year terms in succession.

These are absolute prohibitions, such that these restrictions could only be modified through an amendment to the By-laws.

The term prohibition respecting consecutive years of service as an Officer in a variety of positions is different. It allows a member to continue to serve as an Officer for an additional one-year term if permitted through a Special Resolution of the Membership as long as the absolute term limitations about service in a particular role are honoured.

Article 6.4.2 is as follows (emphasis added):

No Voting Member may be elected or appointed as an Officer for more than six years in succession without a Special Resolution of the Membership. Subject to Article 7.3.6, a Member shall be eligible to serve again as an Officer following an absence from the Executive of one year.

This is the sixth year in which Glen Haslhofer has served as an Officer on the Board, with service as Treasurer, Vice-President and, in the last two years, as President.

Glen has indicated a willingness to re-offer to return as President following the next Annual General Meeting for a third one-year term in the role, as otherwise permitted in Article 7.4.3. This is primarily to assist with a Board leadership transition.

All members of the current Board of Directors are supportive of Glen returning for an additional term as President.

Glen's return as President requires a Special Resolution of the Membership under Article 6.4.2 of the By-laws because this would see Glen serving as an Officer for more than six consecutive years.

For clarity, the approval of this Special Resolution would allow Glen to serve as President for one more year after the upcoming Annual General Meeting only if he were confirmed in that role at the Annual General Meeting in the normal confirmation/election process. Approval at this time of this Special Resolution does not operate to appoint Glen as President for another term as President, as all members of the Board for the succeeding year are to be appointed at the Annual General Meeting through the normal approval process at that meeting, including a possible election if there were an additional candidate for the position of President.

Assuming quorum requirements are satisfied, a Special Resolution requires the approval of 75% of the voting members attending the Special Meeting of the Community Association to pass.

**Motion:** To waive the six-year restriction in Article 6.4.2 with respect to consecutive years as an Officer that would otherwise preclude Glen Haslhofer from serving a third term as President of the Community Association if he were confirmed as President at the 2026 Annual General Meeting of the Community Association.