



BYLAWS

**These Bylaws were adopted by Members of
Mill Woods Seniors Association by passing a
Special Resolution at the Annual General
Meeting of the Association held on
March 23, 2024**

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1. NAME

The name of the Society is Mill Woods Seniors Association, referred to as “MWSA” in these Bylaws.

2. BYLAWS

These are the Bylaws of MWSA and replace all previous Bylaws.

3. DEFINITIONS AND INTERPRETATION

3.1. Definitions

In these Bylaws, the following words have these meanings:

- 3.1.1. **Annual General Meeting (“AGM”)** means the Annual General Meeting, as described in Article 5.1.
- 3.1.2. **Audit** means an official examination of MWSA’s financial records by an accountant who is recognized by a professional accounting organization.
- 3.1.3. **Board** means the Board of Directors of MWSA, as described in Article 6.
- 3.1.4. **Bylaws** mean the Bylaws of MWSA adopted by the Members at an Annual General Meeting or Special Meeting called for that purpose.
- 3.1.5. **Called for that Purpose** means a meeting that is called for a specific reason that requires a designated amount of time for the notice and information required in the notice. Examples include Special Meetings and Special Board Meetings.
- 3.1.6. **Code of Conduct** means a written agreement defined in Policy that Members and Board Members are required to sign.
- 3.1.7. **Director** means a person elected or appointed to the Board.
- 3.1.8. **Elected by Acclamation** means there is only 1 nominee for a position and a vote is not required. The Presiding Officer declares the nominee elected.
- 3.1.9. **Majority Vote** means a vote of 50% plus 1 unless specified otherwise in these Bylaws.
- 3.1.10. **May** means to choose to do or not to do something.
- 3.1.11. **MWSA Office** means the physical location of MWSA in Edmonton.
- 3.1.12. **Observer** means a person who observes a Board meeting but does not participate in the meeting.

- 3.1.13. **Officer** means any Officer listed in Article 6.8.
- 3.1.14. **Presiding Officer** means the person who chairs an Annual General Meeting or Special Meeting.
- 3.1.15. **Policy** means a written document approved by the Board that supplements these Bylaws.
- 3.1.16. **Quorum** means 50 Regular Members in Good Standing at an Annual General Meeting or Special Meeting, as described in Article 5.4.
- 3.1.17. **Senior** means a person 55 years or older.
- 3.1.18. **Special Board Meeting (“SBM”)** means a meeting of the Board called to address a specific issue.
- 3.1.19. **Special Meeting (“SM”)** means a meeting of the Members of MWSA called for a specific purpose, as described in Article 5.2.
- 3.1.20. **Terms of Reference** means a written document that defines the purpose, structure and responsibilities of a committee.

3.2. Interpretation

These Bylaws are to be interpreted in the following way:

- 3.2.1. The headings are for reference purpose only. Headings do not affect the interpretation of these Bylaws.
- 3.2.2. The Board has the final decision on the interpretation of these Bylaws.

4. MEMBERSHIP

4.1 Categories of Membership

4.1.1. MWSA has 2 categories of membership:

- 4.1.1.1. Regular Member
- 4.1.1.2. Associate Member

4.1.2. To become a Regular Member, an individual must:

- 4.1.2.1. Be 55 years of age or older; and
- 4.1.2.2. Be a Canadian citizen or permanent resident; and
- 4.1.2.3. Complete and submit the membership application; and
- 4.1.2.4. Sign the Member’s Code of Conduct, as defined in Policy; and
- 4.1.2.5. Pay the annual membership fee.

- 4.1.2.6. The Board, in Policy, may:
 - 4.1.2.6.1. Further define these qualifications
 - 4.1.2.6.2. Establish additional criteria for Regular Members that are consistent with these requirements

4.1.3. To become an Associate Member, an individual must:

- 4.1.3.1. Be between 45 and 54 years of age; or
- 4.1.3.2. Be 55 years of age or older and not a Canadian citizen or permanent resident; and
- 4.1.3.3. Complete and submit the membership application; and
- 4.1.3.4. Sign the Member's Code of Conduct; and
- 4.1.3.5. Pay the annual membership fee.
- 4.1.3.6. The Board may recognize others, as established in Policy, as Associate Members.

4.2. Membership Year and Fees

4.2.1. Membership Year

- 4.2.1.1. The membership year is 1 year from the date that the membership application is accepted, and membership fee paid.

4.2.2. Setting Membership Fees

- 4.2.2.1. The Board sets annual membership fees for Regular and Associate Members. If there is a change, Members are notified.
- 4.2.2.2. Membership fees may be waived.
- 4.2.2.3. Annual membership fees must be paid on or before the Regular or Associate Member's anniversary date.
- 4.2.2.4. Membership fees are not refundable.

4.3. Rights and Privileges of Members

4.3.1. A Member is in Good Standing when the Member:

- 4.3.1.1. Has paid membership fees or other required fees; and
- 4.3.1.2. Has not been suspended or expelled as a Member under Article 4.5.

4.3.2. A Member in Good Standing is entitled to:

- 4.3.2.1. Receive notice of and participate in an AGM or SM.
- 4.3.2.2. Exercise other rights and privileges given to Members, as provided for in these Bylaws and MWSA Policies

4.3.3. Voting Members

- 4.3.3.1. Regular Members in Good Standing for 60 days prior to an AGM or SM are voting Members.
- 4.3.3.2. Voting Members are entitled to 1 vote at an AGM or SM.
- 4.3.3.3. Associate Members do not have a vote.

4.4. Resignation of Member

- 4.4.1. A Member may resign from MWSA by sending by mail or email or by delivering a written notice to the MWSA Office. The resignation is effective on the date it is received by the MWSA Office.
- 4.4.2. A Member is considered resigned for nonpayment of membership fees.

4.5. Suspension or Expulsion of Member

- 4.5.1. A member may be suspended or expelled for non-compliance with the Member's Code of Conduct.
- 4.5.2. A member shall have the right to appeal a suspension or expulsion to the MWSA Board.
- 4.5.3. A Member who is suspended may re-apply for membership. after waiting the period of suspension.
- 4.5.4. The Board will make a determination of when an expelled member may be reinstated depending on the reason for the expulsion

4.6. Transfer of Membership

- 4.6.1 No right or privilege of a Member is transferable to another person. All rights and privileges cease when a Member resigns, dies, is suspended or is expelled from MWSA. When a member is suspended the rights and privileges cease for the period of the suspension.

4.7. Continued Liability for Debts

- 4.7.1 A Member is liable for any debts owing to MWSA on the date the membership ended. [OBJ]

4.8. Limitation of the Liability of Members

- 4.8.1. No Member as an individual is liable for any debt or liability of MWSA. [OBJ]

5. MEETINGS OF MWSA

5.1. Annual General Meeting

5.1.1. MWSA holds its AGM no later than March 30 of each year. The Board sets the date, time and location of the AGM.

5.1.2. The purpose of the AGM is to:

- 5.1.2.1. Present the President's report about MWSA's accomplishments for the past year;
- 5.1.2.2. Present the audited financial statement;
- 5.1.2.3. Appoint the Auditor;
- 5.1.2.4. Elect the President and Directors to the Board;
- 5.1.2.5. Adopt the Bylaws through a Special Resolution, if required.

5.1.3. In special circumstances, the MWSA Board may convene an AGM or SM to be conducted through an electronic medium.

5.2. Special Meeting

5.2.1. An SM may be called to:

- 5.2.1.1. Provide information and reports
- 5.2.1.2. Seek advice and/or direction from the Members
- 5.2.1.3. Discuss issues of concern to MWSA or of public concern
- 5.2.1.4. Adopt Bylaws through a Special Resolution

5.2.2. An SM may be called in any of the following ways:

- 5.2.2.1. By the President;
- 5.2.2.2. By the Board approving a motion for an SM
- 5.2.2.3. The Board's motion must state:
 - 5.2.2.3.1. The reason for the SM;
 - 5.2.2.3.2. Any business to be covered; and
 - 5.2.2.3.3. Any motion(s) to be submitted at the SM.
- 5.2.2.4. Upon receipt of a written request signed by at least 50 Regular Members in Good Standing. The request, submitted on a form provided by the MWSA Office, must state:
 - 5.2.2.4.1. The reason for the SM, and
 - 5.2.2.4.2. Any motion(s) intended to be submitted at the SM. OBJ

5.2.3. Only the matter(s) in the notice for the SM are dealt with at the meeting.

5.3. Notice of Meetings

- 5.3.1. Members are given a minimum of 21 days' notice for an AGM or SM.
- 5.3.2. Notice of the date, time and location of the AGM or SM is sent to each Member by the most appropriate method(s). This includes telephone, electronic communication, or mail to the last known address of the Member.
- 5.3.3. The notice is publicized in the MWSA Membership Newsletter and on MWSA's website. It may also be placed on a public board at the Mill Woods Seniors & Multicultural Centre or other venue.
- 5.3.4. No action taken at an AGM or SM is invalid due to:
 - 5.3.4.1. Accidental omission to give notice to any Member
 - 5.3.4.2. Any Member not receiving notice; or
 - 5.3.4.3. Any error in a notice that does not affect its meaning.

5.4. Quorum

- 5.4.1. If at the time appointed for the AGM or SM, quorum, as defined in Article 3.1.16 is not present, the Presiding Officer shall adjourn the AGM or SM for 30 minutes. If, after the 30-minute adjournment a quorum is not present, the Members entitled to vote who are present, in person or by electronic means, constitute a quorum and the meeting proceeds with the Members in attendance.

5.5. Presiding Officer

The Presiding Officer of an AGM or SM may be the President, Vice-President, or other person appointed by the Board.

5.6. Voting

- 5.6.1. Each Voting Member has 1 vote.
- 5.6.2. If there is a tie vote, the motion is defeated.
- 5.6.3. A majority of votes, as defined in Article 3.1.9, of Voting Members present decides each motion and resolution, unless the issue needs to be decided by a Special Resolution. A Special Resolution requires the vote of not less than 75% of those members who, if entitled to do so, vote.
- 5.6.4. A show of hands decides each vote at an AGM or SM. If the AGM or SM is conducted through an electronic medium, provision is made for Members to vote electronically.
- 5.6.5. Voting by proxy is not allowed.
- 5.6.6. At the request of five Members, a ballot vote may be conducted. The Presiding Officer may appoint three (3) Members in good standing as scrutineers.

5.6.6.1 Duties of Scrutineers will include counting the ballots and reporting the results to the Presiding Officer.

5.6.6.2 The Presiding Officer announces the results to the membership and makes a Motion for the Executive Director to destroy the ballots immediately following the AGM.

5.7. **Adjournment**

5.7.1. The Presiding Officer may adjourn an AGM or SM before it is finished with the consent of the majority of Members at the meeting. If adjourned, the meeting is rescheduled 1 week later at the same time and location. Another meeting called to finish the business from the initial meeting conducts only the unfinished business from the initial meeting.

5.7.2. No notice is necessary if an AGM or SM is adjourned for less than 30 days.

6. **BOARD OF DIRECTORS**

6.1. **Governance and Management**

6.1.1. The Board governs and ensures effective management of MWSA.

6.1.2. The Board hires an Executive Director. Management and administration of MWSA is delegated to the Executive Director who reports to the Board.

6.1.3. In the absence of an Executive Director the Board shall delegate the responsibilities of the Executive Director to an alternate as selected by the Board.

6.2. **Composition of the Board**

6.2.1. The Board consists of:

6.2.1.1. The President and 8 Directors;

6.2.1.2. A Vice-President, Treasurer and Secretary are elected from the 8 Directors;

6.2.1.3. The Immediate Past President.

6.3. **Qualifications for the President and Directors**

6.3.1. The President and Directors, upon election, appointment and while in office must:

6.3.1.1. Be a Regular Member in Good Standing; and

6.3.1.2. Fulfill the requirements in Article 6.4.

6.3.2. MWSA employees cannot be the President or a Director of MWSA.

6.4. **Nominations**

- 6.4.1. All Regular Members in Good Standing seeking election to the Board must:
 - 6.4.1.1. Submit a completed application;
 - 6.4.1.2. Participate in an interview;
 - 6.4.1.3. Provide a list of 3 References.

6.4.2. Nominations are not taken from the floor.

6.5. Election and Terms of the President and Directors

- 6.5.1. The President and Directors are elected to the Board for a 2 year term.
- 6.5.2. Board elections are held annually. Elections for President and Directors are by secret ballot for contested positions. Uncontested positions are elected by Acclamation.
- 6.5.3. Four (4) Directors are elected one year; four (4) Directors are elected the following year.
- 6.5.4. President and Directors may be elected for a maximum of 2 consecutive terms. A Director who becomes the President may serve up to a maximum of 6 consecutive years.
- 6.5.5. A President or Director who has served the maximum time; or has resigned their position, may not stand for election until 1 year after completing their term or the date of their resignation.
- 6.5.6. A President or Director elected or appointed to fill a vacancy on the Board, as described in Article 6.6, holds office for the remainder of the term of the vacancy. In this instance, the Director is eligible for 2 additional terms.
- 6.5.7. A vacancy on the Board for a Director may be filled by a Regular Member in Good Standing, who has successfully completed the nomination process.

6.6. Vacancies

- 6.6.1. Vacating position as President or a Director
 - The President or Director automatically vacates their position when:
 - 6.6.1.1. No longer a Regular Member in Good Standing;
 - 6.6.1.2. Fails to attend two (2) consecutive Board meetings without notice;
 - 6.6.1.3. Misses more than four (4) meetings during their term;

- 6.6.1.4. Is incapacitated, and unavailable to perform duties;
- 6.6.1.5. Dies.

6.6.2. Filling Vacancies

- 6.6.2.1. If there is a vacancy on the Board, the remaining Board Members may elect a Regular Member in Good Standing for the remainder of the term.
- 6.6.2.2. If the vacancy is for the President's position, the vacancy shall be filled by the Vice-President.
- 6.6.2.3. A vacancy in the Immediate Past President position, shall remain vacant.

6.6.3. Resignation

The President or Director may resign from office by giving notice in writing to the Secretary. The resignation is effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever is later.

6.6.4. Removal by the Board

The Board, at an SBM, may remove an Officer or Director for non-compliance with Board Member's Code of Conduct.

6.7. **Meetings of the Board**

- 6.7.1. The Board holds at least 10 meetings each year.
- 6.7.2. The President calls the meetings. The President also calls a meeting if any 2 Officers and/or Directors make a written request that states the business for the meeting.
- 6.7.3. The quorum for Board meetings is 2/3 of the Board, one of whom must be an Officer.
- 6.7.4. In the absence of the President, the Vice-President chairs the meeting. If the Vice-President is also absent, another Officer chairs the meeting.
- 6.7.5. If there is no quorum, the President adjourns the meeting to the same day, time, and location of the following week. At least 2/3 of the Board members in attendance, including an Officer, is a quorum for this meeting.
- 6.7.6. Voting
 - 6.7.6.1. The President and Directors, excluding the Immediate Past President, have 1 vote.
 - 6.7.6.2. Decisions are made by a majority of votes. In case of a tie vote, the motion is defeated.

- 6.7.6.3. All votes are by a show of hands, unless an Officer or Director in attendance requests a ballot.
- 6.7.6.4. Irregularities or errors done in good faith do not invalidate business conducted at any Board meeting.
- 6.7.7. Electronic Motions
 - 6.7.7.1. Officers and Directors may vote on motions through electronic means. A motion that receives majority support through electronic means is as valid as one passed at a Board meeting. All approved resolutions are recorded in the minutes of the next Board meeting. The date on the resolution is the date it is passed.
- 6.7.8. Telephone or Online Participation
 - 6.7.8.1. A Board meeting may be held by telephone or by other electronic means. All those participating must be able to hear each other and/or read the documentation at the same time.
 - 6.7.8.2. Officers or Directors participating in this meeting are considered present for the meeting.
- 6.7.9. Attendance by Members or Other Individuals such as Consultants and Vendors
 - 6.7.9.1. Attendance by Members
 - 6.7.9.1.1. With the President's approval, Members may attend regular Board meetings as an Observer. The President must receive their request at least 10 days before the meeting.
 - 6.7.9.1.2. Members may request to address the Board at a regular Board meeting. A written request must be given to the President at least 10 days prior to the Board meeting. The request must state the reason for the Member's participation. The President may approve the request. If approved, the Member only addresses the stated reason at the meeting.
 - 6.7.9.2. Attendance by Other Individuals such as Consultants and Vendors
 - 6.7.9.2.1. Other individuals may request to address the Board at a regular Board meeting. A written request must be given to the President at least 10 days prior to the Board meeting. The request must state the reason for the individual's participation. The President may approve the request. If approved, the individual only addresses the stated reason at the meeting.

6.8. Officers and their Duties

6.8.1. The President:

- 6.8.1.1. Coordinates the activities of the Board;
- 6.8.1.2. The President or designate presides at all AGMs, SMs and Board Meetings;
- 6.8.1.3. Is the spokesperson for MWSA;
- 6.8.1.4. Carries out other duties assigned by the Board in Policy.

6.8.2. The Vice-President:

- 6.8.2.1. Assists the President in coordinating the activities of the Board;
- 6.8.2.2. Chairs all meetings in the absence of the President;
- 6.8.2.3. Carries out other duties assigned by the Board in Policy.

6.8.3. The Treasurer:

- 6.8.3.1. Ensures an annual budget is presented to the Board for approval, as defined in Policy;
- 6.8.3.2. Ensures financial reports are presented at Board meetings;
- 6.8.3.3. Ensures an audited financial statement is presented to the Members at the AGM;
- 6.8.3.4. Carries out other duties assigned by the Board in Policy.

6.8.4. The Secretary:

- 6.8.4.1. Ensures minutes of all AGM, Board Meetings and SMs are recorded and filed;
- 6.8.4.2. Ensures notices of all meetings, minutes, and other communications are sent and filed, as required;
- 6.8.4.3. Keeps records of Board correspondence;
- 6.8.4.4. Carries out other duties assigned by the Board in Policy.

6.8.5. The Immediate Past President:

- 6.8.5.1. Serves as a resource to the President, supports new Board members, assists in recruiting new Board members and carries out other duties assigned by the Board;
- 6.8.5.2. Does not have a vote;
- 6.8.5.3. May serve for a 1 year term.

6.8.6. Delegation of Duties of Officers

6.8.6.1. The Board may delegate any or all duties of an Officer to another Officer or Director:

6.8.6.1.1. If an Officer is absent or unable to perform the duties;

6.8.6.1.2. For any other reason that the Board considers harmful to the Board or MWSA.

6.9. Remuneration

6.9.1. Officers or Directors do not receive any financial compensation for their services as an Officer or Director.

6.9.2. Officers or Directors are prohibited from performing any private business and/or personal service for which compensation may be requested from MWSA.

6.10. Protection and Liability of Officers and Directors

6.10.1. Protection

MWSA saves harmless Officers and Directors against costs or charges that result from an act done in their role for MWSA. MWSA does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith.

6.10.2. Liability

An Officer or Director is not:

6.10.2.1. Liable for the acts of any other Officer, Director or employee;

6.10.2.2. Responsible for loss or damage due to the bankruptcy, insolvency or wrongful act of any person dealing with MWSA;

6.10.2.3. Liable for any loss due to an oversight or error in judgment, or by an act in their role for MWSA, unless the act is fraudulent, dishonest or done in bad faith;

6.10.3. Accuracy of the Auditor's Report

An Officer or Director:

6.10.3.1. Can rely on the accuracy of statements or reports prepared by MWSA's auditors.

6.10.3.2. Is not liable for loss or damage as a result of acting on the auditor's statements or reports.

6.11. Board Committees

6.11.1. The Board may establish Standing Committees and Ad-Hoc Committees.

6.11.2. The Board approves Terms of Reference for each committee.

6.11.3. The Board may dissolve any committee.

7. FINANCE AND OTHER ORGANIZATIONAL MATTERS

7.1. Finance and Auditing

7.1.1. Financial Records

7.1.1.1. The fiscal year of MWSA is January 1 through December 31.

7.1.1.2. Regular Members may review the financial records of MWSA.

7.1.1.3. They must give at least 1 weeks' notice, as specified in Policy, to the President or Secretary. The notice must state:

7.1.1.3.1. The books or records they wish to review

7.1.1.3.2. Their reason for reviewing the books or records

7.1.1.3.3. The review takes place at the MWSA Office during normal business hours.

7.1.1.3.4. The review is conducted in the presence of a Board Member.

7.1.2. Audits

7.1.2.1. The books, accounts and records of MWSA must be audited at least once a year.

7.1.2.2. The Auditor, who is qualified by being a member in good standing in a professional accounting organization, must do the audit. An Auditor is appointed at the AGM.

7.1.2.3. The Auditor submits an audited financial statement of MWSA's financial position to the Board.

7.1.3. Cheques, Contracts, Securities and Other Financial Instruments

7.1.3.1. Signing authority for cheques

Cheques requiring the signature of MWSA must be signed by any 2 of the following:

7.1.3.1.1. President

7.1.3.1.2. Vice-President

7.1.3.1.3. Treasurer

7.1.3.1.4. Secretary

7.1.3.1.5. MWSA staff as designated by the Board in policy.

7.1.3.2. All signing authorities must provide a satisfactory Police Check on election to the Executive Committee.

7.1.3.3. Contracts and other documents

Contracts and other documents requiring the signature of a designated MWSA signatory must be signed as required by the contract or other document.

7.1.3.4. Securities and other financial instruments

All signing authorities are authorized, according to MWSA Policy, to sign or endorse securities or other financial instruments held by MWSA.

7.1.4. Borrowing and Raising Funds

7.1.4.1. The Board is authorized to borrow and raise funds on behalf of MWSA for the purpose of carrying out its objects and operations.

7.1.4.2. The Board may only obtain major, long-term loans with a Special Resolution of the Membership. The Special Resolution must state:

7.1.4.2.1. The amount of the proposed loan

7.1.4.2.2. The use of the loan

7.1.4.2.3. The duration of the loan

7.1.4.2.4. Rules and considerations attached to the loan

7.1.4.2.5. Proposed method of repaying the loan

7.1.4.2.6. Amendments to the use of capital obtained from the loan must receive approval of the Membership at an SM.

7.2. Books and Records

7.2.1. Minutes Book

The original Minutes Book of all membership meetings, Board meetings, and Board committee meetings are kept at the MWSA Office.

7.2.2. The Board keeps and files all necessary books and records of MWSA as required by these Bylaws, Board Policy, or any other statute or laws. The books and records are kept at the MWSA Office.

7.3. MWSA Seal

7.3.1. The Executive Director keeps the MWSA Seal in a secure place.

7.3.2. The President, Vice-President or Secretary may use the Seal. If all are unavailable, an Officer authorized by the Board may use the Seal.

7.4. Rules of Order

MWSA follows the Alberta Societies Act, MWSA Bylaws and Policies to conduct its proceedings at meetings.

8. BYLAWS AMENDMENTS

8.1. Amendments to, or repeal of, MWSA's Bylaws may be adopted only by a Special Resolution at the AGM or an SM.

8.2. A Special Resolution requires:

8.2.1. 21 days' notice of the AGM or SM;

8.2.2. The notice is to include details of the proposed amendments to, or repeal of, the Bylaws;

8.2.3. Not less than 75% of the Voting Members present to vote in favour of adopting the amendments to, or repeal of, MWSA's Bylaws.

8.3. The amended or replaced Bylaws take effect:

8.3.1. After the Special Resolution is passed at the AGM or SM; and

8.3.2. The amended or replaced Bylaws have been registered by the Registrar of Alberta Corporate Registry.

9. DISSOLUTION AND DISTRIBUTION OF ASSETS

9.1. Dissolution of MWSA

Dissolution of MWSA requires a Special Resolution of Regular Members in Good Standing at an SM.

9.2. Payment of Debts and Liabilities

If MWSA is dissolved, funds and assets are first used to pay the debts and liabilities of MWSA.

9.3. Distribution of Assets to Members

MWSA does not pay dividends or distribute its assets to its members.

9.4. Distribution of Remaining Assets

9.4.1. Remaining funds or assets are transferred to one or more registered, incorporated and charitable organizations in Edmonton that serve seniors.

9.4.2. Regular Members in Good Standing select the organization(s) by a Special Resolution of Members on or before the date of dissolution.

