COOPER'S CROSSING
Residents' Association
AIRDRIE'S PREMIER COMMUNITY

ARTICLES OF ASSOCIATION (DRAFT)

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ARTICLE I: INTERPRETATION

1. Terms used in these Articles have the same meaning as in the Alberta Companies Act. In addition: a) "Association" means the Cooper's Crossing Residents' Association. b) "Virtual Meeting" means a meeting held via an electronic platform (e.g., Zoom, Microsoft Teams, or other Board-approved service) where participants can hear and be heard. c) "Member" refers to any homeowner, commercial property owner, or designated resident listed in the membership register. d) "Voting Member" means the individual designated to vote on behalf of a property. e) "Board" refers to the elected Directors of the Association. f) "Written notice" includes print, email, or other approved electronic communication.

ARTICLE II: REGISTERED OFFICE

2. The Association will maintain a registered office within or near the city of Airdrie including the city of Calgary. The address may be changed by Board resolution.

ARTICLE III: MEMBERS

3. Each property within Cooper's Crossing subject to a registered Encumbrance is entitled to one membership.
4. Only one Voting Member may be designated per property.
5. Membership is not transferable but attaches to the ownership of the property.

ARTICLE IV: REGISTER OF MEMBERS

6. The Board shall maintain a register of Members and Voting Members, updated as needed.
7. Members must notify the Association within 15 days of any change in ownership or contact details.

ARTICLE V: RIGHTS OF MEMBERS

8. Members may use amenities and receive services, provided they are not in arrears or in violation of these Articles.
9. The Board may suspend rights of members who are in default until the issue is resolved.

ARTICLE VI: VOTING MEMBERS' MEETINGS

10. An Annual General Meeting (AGM) will be held every year within 16 months of the previous AGM.
11. Special General Meetings may be called by the Board or by written request of 25% of Voting Members.
12. Meetings may be held in person or virtually.
13. Notice of meetings must be provided at least 21 days in advance.
14. A quorum for meetings is 25 Voting Members (including proxies).
15. Each Voting Member has one vote per property. Voting may occur in person, virtually, or by proxy.
16. Proxies must be in writing and submitted at least 48 hours before the meeting.
17. No person may hold proxies for more than five Voting Members at any one meeting.
18. A Voting Member may not vote or be counted in quorum if any fees or amounts owing remain unpaid for more than 45 days following written notice from the Association.

ARTICLE VII: BORROWING POWERS

19. The Board may borrow up to $10,000 without member approval.
20. Borrowing beyond this amount requires a Special Resolution.

ARTICLE VIII: DIRECTORS

21. The Board will consist of 3 to 9 Directors.
22. Directors must be Voting Members or designated representatives.
23. Directors serve one-year terms and may be re-elected.
24. Directors may be removed by Special Resolution.

ARTICLE IX: REGISTER OF DIRECTORS AND MANAGERS

25. A current list of Directors and Managers shall be maintained by the Board.

ARTICLE X: DIRECTORS' MEETINGS

26. The Board must meet at least quarterly.
27. Directors may meet in person or virtually.
28. Quorum for Board meetings is 50% of current Directors.

29. Questions are decided by majority vote. The chair does not have a casting vote.

ARTICLE XI: MINUTES

30. Minutes shall be kept of all general and Board meetings and made available to Directors.

ARTICLE XII: POWERS OF DIRECTORS

31. The Board manages the affairs of the Association, including setting rules, collecting fees, and enforcing regulations.
32. The Board may contract with a property manager or other service providers.
33. Operational responsibilities may be delegated to a property management company under a Board-approved contract.
34. The Manager may manage records, collect fees, and coordinate maintenance and services in accordance with Board policies.

ARTICLE XIII: DUTIES OF DIRECTORS

35. Directors must act in good faith and in the best interests of the Association.

ARTICLE XIV: OFFICERS

36. The Board will elect a President, Vice-President, Secretary, and Treasurer from among themselves.
37. These officers carry out the day-to-day responsibilities of the Association.

ARTICLE XV: CORPORATE SEAL

38. The Association may adopt a corporate seal if the Board chooses.

ARTICLE XVI: EXECUTION OF DOCUMENTS

39. Documents must be signed by two Directors or as otherwise authorized by Board resolution.

ARTICLE XVII: REAL PROPERTY

40. The Association may not acquire or dispose of real estate worth more than $10,000 without member approval by Special Resolution.

ARTICLE XVIII: NO SHARE CAPITAL OR DIVIDENDS

41. The Association does not issue shares and does not pay dividends.
42. All income supports the Association's purposes.

ARTICLE XIX: CONTINGENCY FUNDS

43. The Board may create contingency/reserve funds for long-term maintenance, emergencies, or special projects.

ARTICLE XX: OPERATING COSTS

44. The Board sets the annual budget and fees.
45. Members are required to pay their share of costs.
46. Members who do not pay may face interest charges, penalties, or legal action.

ARTICLE XXI: ACCOUNTS

47. The Board will maintain accurate financial records and present statements at each AGM.
48. Financial records must be made available for inspection by the Board and the Association's accountant.
49. The financial statements shall be reviewed and prepared by a qualified accountant in accordance with generally accepted accounting principles.
50. An audit shall be conducted if required by law or requested by a resolution passed at a general meeting.

ARTICLE XXII: NOTICES

51. Notices to Members may be sent by mail, email, or posted at the registered office.

ARTICLE XXIII: RECORD DATE

52. The Board may set a record date to determine eligibility to vote at meetings.

ARTICLE XXIV: MEDIATION AND ARBITRATION

53. Disputes may be resolved through mediation or arbitration under Alberta law, if agreed upon by both parties.

ARTICLE XXV: AMENDMENTS

54. These Articles may only be amended by Special Resolution.

ARTICLE XXVI: INDEMNITY

55. Directors and officers are indemnified against liabilities incurred while acting in good faith on behalf of the Association, except in cases of misconduct or gross negligence.
56. Indemnity continues after resignation.

ARTICLE XXVII: DISSOLUTION

57. If the Association dissolves, and after payment of all debts and liabilities, any remaining assets shall be transferred to the City of Airdrie to benefit the Cooper's Crossing community.