



*Springside Residents' Association*  
Annual General Meeting

– April 9, 2019 –





# *Meeting rules*

- Be respectful – we are all neighbours
- We have the room until 9:00 tonight
- Please silence all cell phones
- Questions to be held until after the presentation (*2 min max*)
- No interruptions
- Please keep conversation to a minimum during the presentation and question/answer period



# *Agenda*

- Introduction of the Chairperson and Board
- Certify proxies and establish quorum
  - 20 members present in person or by proxy
- Approval of agenda
- Proof of notice dated March 18, 2019
  - Not less than 21 days' notice shall be given
- Old business
  - Last AGM meeting minutes approval
  - 2015-2017 Financial Statements approval
- New business
- Adjournment



# *Agenda (continued)*

## New business

- 2018 financials
- 2019 Q1 outlook
- 2018 activity report
- Landscaping update
- Election of President
- Bylaw update
  - Adding definition of Member in Good Standing
  - Updating Notice Requirements to include email
  - Updating Special Meeting Requirements
- Election of Directors
- Community survey results



# *Introductions*

## Board Members

- President – Tom Dickey
- Treasurer – Brenda Merz
- Communications – Shelley Nordin
- Secretary – Myrna Moline
- Director – John Park

Microphone: Norbert Czypionka

# Old business – 2017 AGM minutes

## Meeting Minutes from the November 13, 2017 Annual General Meeting

**Board Members Present:** All were present

Jeb Davis	Jacklynn Holmes
Ali Sanjari	Jason Oglesby,
Axel Fehres	John Stegeman
Dan Steeves	Sean Boucher

**Community Members Present:** 30, plus 8 directors for a total of 38 members in attendance

*Meeting was called to order at 7:36pm by Jeb (President).*

While Jeb was presenting the prepared presentation, several slides raised questions from the membership. The focus of these questions was around the following topics/slides:

- Financial Statements:
  - Are the financial statements audited or reviewed?
  - Definition of audited statements according to society act
  - Have annual statements been filed?
  - Level of detail
- Bylaws:
  - Looking for a “red-lined” copy
  - The actual proposed changes were not clear
  - The motivation for those changes were also not very clear

After much discussion, Laura Stegeman made a motion to expel the entire Board of Directors. The motion was seconded by Leanne Foust. A vote was held and the motion passed by a show of hands as well as by proxies submitted.

**NOTE:** Proxy forms were only presented at this point in the meeting and not at the beginning upon registration. Several concerns were raised about the validity of the proxies presented. Plus, a few members had both signed a proxy as well as attended the meeting and took their proxy back while others did not. Those who took their proxies back did so indicating they had not intended their proxy be used to expel the Board, but rather for voting on the proposed bylaws. A request was made to validate the proxies of those not in attendance; however, the interim Board has determined no further follow-up will be completed as by definition the responsibility is on the

# Old business – 2017 AGM minutes (continued)

*person signing the proxy to be aware of what it might be used for and is normally valid for the business being conducted during the meeting on the date that the proxy references. It should also be noted that 68 proxies were said to be submitted by Laura Stegeman and Michella Pritchard, but upon further review following the meeting there were actually less proxies submitted and several were invalid – bringing the count to 47 (6 residents in attendance + 41 proxies) in favour of expelling the Board versus 31 against (30 residents in attendance + 1 proxy).*

The Board left the room and the meeting was adjourned.

The members remaining then organized themselves and a vote took place that determined Tom Dickey would act as an interim President for the Association and Michael Schlueter the Treasurer. The objective of the interim President and treasurer was to hold a follow up meeting as reasonably soon as possible to elect a full group of directors and deal with any Association business that cannot wait for these elections to take place.

This change to the SRA Board will affect the Association's banking.


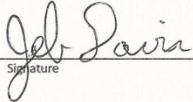
*Only the following directors will have signing authority and all others will need to be removed. This change will take effect immediately (November 13, 2017).*

- *Only the two current directors should have signing authority – Tom and Michael.*
- *Please remove signing privileges for Axel, Sean, Jeb and Ali.*

The meeting then dissolved at approximately 9:45pm.

Another Annual General Meeting is to be scheduled for January 2018.

Signatures of Signing Officers:

<u>ALI SANJARI</u> Print Name	<u></u> Signature	<u>NOV 29 / 20 17</u> Date
<u>Jeb Davis</u> Print Name	<u></u> Signature	<u>Nov. 29 / 2017</u> Date

April 9, 2019



# *Old business – housekeeping*

## 2017 AGM meeting minutes approval

- Motion to approve minutes as presented
- Seconder to motion
- All those in favour



# *Old business – 2015-17 financial statements*

## **Springside Resident's Association For the Years Ended 2015, 2016 & 2017**

*in Canadian dollars*

**Examined & Inspected**

By Volunteer SRA Member

October 1, 2018

### **Balance Sheet**

	<b>2017</b>	<b>2016</b>	<b>2015</b>
Bank - Chequing Account	156,588	191,354	212,450
Accounts Receivable	4,952	7,308	20,102
Prepays	194	1,080	1,311
Total Assets	161,734	199,742	233,863
Accounts Payable	93	2,454	378
Prepaid Dues	-	-	173
Total Liabilities	93	2,454	551
Deferred Liability (Note 2)	6,611	6,428	2,645
Equity	155,030	190,860	230,667
Liab + Equity	161,734	199,742	233,863



## **Springside Resident's Association For the Years Ended 2015, 2016 & 2017**

**Examined & Inspected**

By Volunteer SRA Member

October 1, 2018

*in Canadian dollars*

<b>Income Statement</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Dues	76,125	76,125	76,125
Late payment fees	821	417	23,992
Interest revenue	100	107	86
<b>Total Revenue</b>	<b>77,046</b>	<b>76,649</b>	<b>100,203</b>
 <b>Landscaping Maintenance</b>	 57,910	 56,327	 44,148
<b>Landscaping Projects</b>	21,415	15,050	-
<b>Fence Maintenance</b>	1,050	14,416	54,623
<b>Utilities - Enmax</b>	-	-	(3,967)
<b>Collections</b>			
Legal	899	2,036	-
Collections administration	7,896	9,198	14,028
<b>Bad debts expense</b>	-	3,991	4,812
<b>Administrative Expenses</b>			
General Administration	18,265	9,753	10,703
Online payment services	2,336	2,815	-
Website Maintenance	1,407	1,659	1,092
Community Garage Sale Event	551	-	-
<b>Insurance</b>	1,147	1,213	1,079
<b>Total Expenses (Note 1)</b>	<b>112,876</b>	<b>116,457</b>	<b>126,518</b>
 <b>Expenses in excess of revenues</b>	 (35,830)	 (39,808)	 (26,315)



## **Note to the Financial Statements**

### **1. Expenses**

All expenditures have been expensed in the financial statements. None have been capitalized even if they may benefit more than one year.

Expenses which may benefit more than one year include Landscaping Projects e.g. planting of perennials or purchase of planter pots and Fence Maintenance e.g. replacement of fence caps and painting of exterior side stucco.

Utilities includes a refund collected in 2015 for Enmax overbilling for water in a previous year.

Collections represents services provided by lawyers or contractors to collect dues from members.

General administration costs primarily include contract labour costs for the invoicing of member dues and maintenance of the online payment processing, but also include AGM, financial statement prep, meeting costs and office supplies.

### **2. Deferred Liability**

In 2017 it was determined that certain properties do not have an encumbrance on title and therefore, billings to these properties was discontinued. The deferred liability represents annual dues collected from these unencumbered SRA properties for the years 2015 & 2016. Amounts received have been recorded as a deferred liability and removed from revenue in 2015 and 2016.



# *Old business – housekeeping*

## 2015-2017 financial statements approval

- Motion to approve financial statements as presented
- Secunder to motion
- All those in favour

# New business – 2018 financial statements

## Springside Resident's Association

### Statements of Financial Position

As at December 31, 2018 with comparative information for 2017  
(Unaudited)

(in Canadian dollars)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Bank - ATB Chequing	121,835	156,588
Accounts Receivable (Note 3)	7,900	4,952
Prepays & Deposits	22	194
<b>Total Current Assets</b>	<u>129,757</u>	<u>161,734</u>
<b>TOTAL ASSETS</b>	<u><u>129,757</u></u>	<u><u>161,734</u></u>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable	1,575	93
Accrued Payables	433	0
Prepaid Dues	125	0
<b>Total Current Liabilities</b>	<u>2,133</u>	<u>93</u>
<b>Long Term Liabilities</b>		
Deferred Liability (Note 4)	<u>3,966</u>	<u>6,611</u>
<b>Total Long Term Liabilities</b>	<u>3,966</u>	<u>6,611</u>
<b>Total Liabilities</b>	6,099	6,704
<b>Retained Earnings</b>	157,676	190,860
<b>Net Income (Loss)</b>	<u>(34,018)</u>	<u>(35,830)</u>
<b>Total Equity</b>	<u>123,658</u>	<u>155,030</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>129,757</u></u>	<u><u>161,734</u></u>

# *New business – 2018 profit & loss*

## **Springside Resident's Association**

### **Statement of Profit & Loss**

**Year ended December 31, 2018 with comparative information for 2017**

**(Unaudited)**

*(in Canadian dollars)*

	<b>2018</b>	<b>2017</b>
<b>INCOME</b>		
Annual Dues Income	76,125	76,125
Interest Income	81	100
Late Payment Fee Income	365	821
Legal Fee Recoveries (Note 1)	7,834	-
<b>Total Income</b>	<b>84,404</b>	<b>77,046</b>
<b>EXPENSE</b>		
<b>Administrative Expenses</b>		
General Administration (Note 2)	37,866	18,265
Online Payment Services	2,486	2,336
Website Maintenance	2,267	1,407
<b>Total Administrative Expenses</b>	<b>42,620</b>	<b>22,008</b>
<b>Bad Debt Expense</b>	<b>25</b>	<b>-</b>
<b>Collection Expenses</b>		
Collections Administration	1,710	7,896
Legal Fees (Note 2)	8,153	899
<b>Total Collection Expenses</b>	<b>9,864</b>	<b>8,795</b>
<b>Community Events</b>	<b>559</b>	<b>551</b>
<b>Insurance</b>	<b>1,132</b>	<b>1,147</b>
<b>Maintenance</b>		
Fence Maintenance	2,709	1,050
Landscape Maintenance-Contract (Note 2)	53,828	57,910
Landscape Projects-Extras (Note 2)	7,686	21,415
<b>Total Maintenance</b>	<b>64,223</b>	<b>80,375</b>
<b>Total Expense</b>	<b>118,422</b>	<b>112,876</b>
<b>NET INCOME (LOSS)</b>	<b>(34,018)</b>	<b>(35,830)</b>



## *New business - 2019 Q1*

- Consulting and support expenses have been eliminated
- Small costs (<\$1,000) related to transition of duties to Board members in January
- 2019 AGM cost ~\$3,000
  - 36% less expensive than Special Meeting #1
  - 47% less expensive than Special Meeting #2
- 2019 estimated cost reductions compared to 2018:
  - General administration - \$31,500
    - Consulting costs \$22,500
    - Meeting costs \$9,500
  - Landscape maintenance contract – held at 2018 pricing (2019-2021)
  - No assumptions on fence maintenance/landscape projects (~\$10,000 in 2018)



## *New business – Board update*

- 2015 - 2018 Financial Statements were inspected and reviewed by a volunteer SRA member with a CPA designation
- Submitted the 2018 Annual Return for the SRA
- Enhanced the collection policy to include more notifications to those owing fees before sending to Legal (unanimously passed by all five elected board members)
- Achieved a 99% payment rate for 2018 (only 6 owe 2018 fees)
- Successfully resolved all but one outstanding legal case surrounding fees



## *Board update (continued)*

- Migrated financials to QuickBooks® for sustainability & cost savings
- Met with City of Calgary to discuss fee collection, landscaping responsibility, possible funding and coming to an agreement between the City and the Springside Residents' Association
- Reduced the Association's expenses (before special meetings) by approximately 6% or approx. \$6,700 over prior year
- Purchased 8 pots to replace in-ground beds along WW Drive (*unanimously passed by all five elected board members*)
- Landscaping contract was bid out and awarded for 2019-20 with a option for 2021



## *New business – Landscaping update*

- 12 companies were selected for review
- 5 companies were shortlisted for an RFQ
  - 2 Did not return a bid
  - 1 Declined
  - 2 Bid
- Successful company was the incumbent holding their current pricing for up to 3 additional years
- Next closest company was ~7K more than incumbent
- Current cost reductions of ~5K with the reduction of 85 street while construction continues into 2019



# *New business – Elections*

## Association's Mandate

- The purpose of the Springside Residents' Association is to provide Enhanced Maintenance through the collection of Annual Fees
- The Encumbrance (*see appendix slide*) registered on our individual titles provides how this is done, collected and enforced – including legal costs, which are secured by the Encumbrance and constitutes a charge on the Lands
- Essentially, you agreed to be a member of the Springside Residents' Association when you purchased your property



# *Board Members' Code of Conduct*

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. **Board members must represent unconflicted loyalty to the interest of the Association.** This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
  - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
  - d. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies. Members' interactions with public, media, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board directions.
4. **Board members will respect the confidentiality appropriate to issues of a sensitive nature.**



## *New business – Election for President*

- All nominees for the position of President will be required to introduce themselves to the membership and explain why they would like to act as President for the SRA
- Motion to open the floor for nominations | Secunder to motion
- Motion to close the floor for nominations | Secunder to motion
- The members will cast their vote for President
- Member volunteers will collect and count the ballots
- The chair will announce the President which will eliminate that person from running as a Director
- Motion to destroy the ballots | Secunder to motion



# *Nominees for President*

- Tom Dickey



## *New business – Bylaw update*

- The bylaws have issues
- The present board had tasked a sub committee to take a complete review of the present bylaws
- The review resulted in a number of suggestions and proposed changes
- The board has taken that recommendation and prioritized it
- The following are the top three



# 1: Adding definition of Member in Good Standing

*change from:*

**“Member”** means an individual qualifying as a member pursuant to s.2.1 and s.2.2 below and whose name appears in the Registry of Members as a then current member of the Association;



*to:*

**“Member in Good Standing”** means a Member who has **paid** all Association fees and dues, and has a **zero balance** owing to the Association at least up to the beginning of the previous calendar year, prior to any General or Special Meeting, and does not have any outstanding claims against the Association.

All references to “Member” in these bylaws shall be replaced with Member in Good Standing, except for purposes of Registration (s.2.6), notice (s.3.3), and quorum (s.3.7).



*why:*

- Counterproductive, costly and inappropriate to allow Members in arrears to interfere with the regular operation of the Springside Residents Association.
- Members must be paid up to date, in order to have a say in the SRA and how those fees are spent.
- Outstanding claims against the SRA are in a clear conflict of interest with the SRA.
- **Members in Good Standing have the true interests of the community in mind.**



## 2: Updating Notice Requirements to include email

*change from:*

s.3.3 Notice of Meetings

...Such notice shall be given in the manner provided in these bylaws...

*Societies Act* including Canada Post, newspaper, roadside signs...



*to:*

s.2.6.4 **Email** address to be included in **Registry of Members**

... include **email** as a form of notice.



*why:*

- Bring the SRA notice requirements in line with up-to-date electronic means.
- Email notification significantly reduces general administrative costs to the SRA.
- By using email notification, in 2018 we would have saved \$2,900 (stamps, envelopes, paper, volunteers' time, printing).



### 3: Updating Special Meeting requirements

*change from:*

A Special General Meeting of the Members of the Association may be convened at any time by the Directors by Ordinary Resolution, and shall be convened by the **Secretary** of the Association upon the Secretary or any other Director being presented with a petition signed by not less than **10%** of the then **Members** of the Association requesting that such a special general meeting be called and stating the reasons therefore in such petition; provided that in both of the foregoing cases, such meeting shall always be held at a place in Calgary. Such special general meeting shall be called a Special General Meeting.



*to:*

A **Member in Good Standing** may petition for a Special General Meeting by presenting any Director or Officer with a petition signed by no less than **20%** of the total **Members in Good Standing**. The petition must clearly state the reasons for the Special General Meeting. Subject to the requirements in s.3.3 regarding Notice, a Special General Meeting must then be convened, in Calgary, by the **Board**, to address the petition. In addition, the Directors of the Association may call a Special General Meeting, at any time, by Ordinary Resolution.



*why:*

- Reduces significant cost of holding Special Meetings that may not be in the best interests of the SRA and its residents. The cost of Special Meetings in 2018 was \$12,215.
- A petition for a Special Meeting should be of concern to a significant portion of the residents (20%+), in order to warrant the cost of a Special Meeting.



## *New business – Bylaw vote*

- The members will cast their vote on the proposed bylaw updates
- Member volunteers will collect and count the ballots
- The chair will announce the results of the votes
- Motion to destroy the ballots | Secunder to motion



## *New business – Election for Directors*

- All nominees for the position of Director will be required to introduce themselves to the membership and explain why they would like to sit on the Board
- Motion to open the floor for nominations | Secunder to motion
- Motion to close the floor for nominations | Secunder to motion
- The members will cast their vote for up to five Directors
- Member volunteers will collect and count the ballots
- The chair will announce the Board of Directors
- Motion to destroy the ballots | Secunder to motion



# *Nominees for Directors*

- Myrna Moline
- Shelley Nordin
- David Mallabon
- Andrew Berry

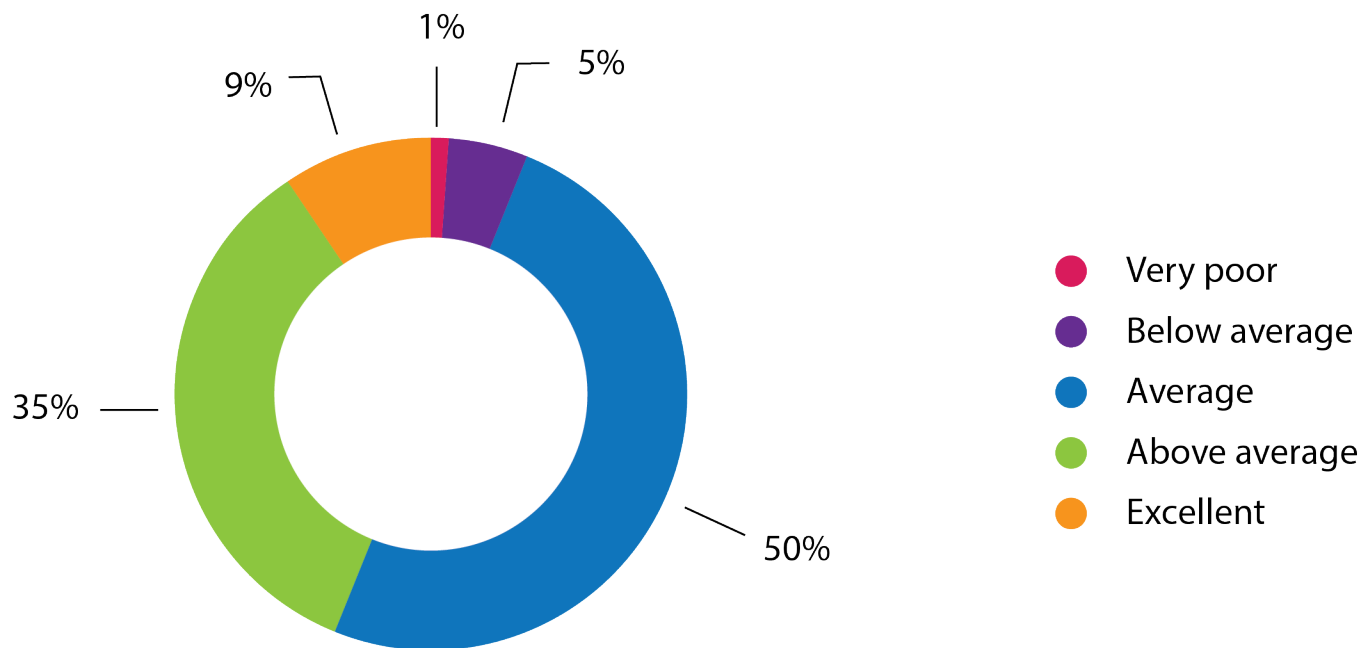


## *New business – Survey results*

- In February a residents' survey was launched to provide an opportunity for input and feedback on various ways the Board can improve our neighbourhood
- The survey was sent to all current email addresses on file – a total of 526 invitations
- There was a 31% response rate



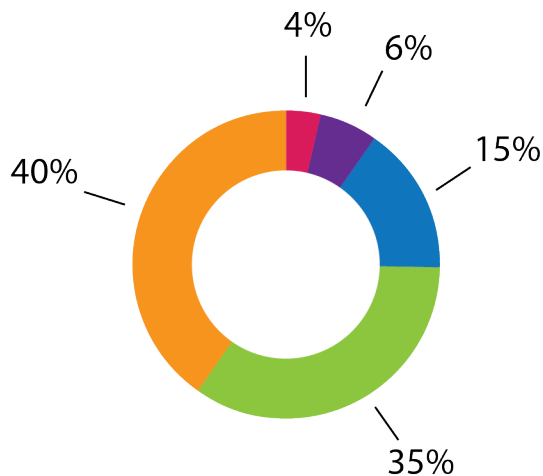
**Q1:** How well do you think the landscaping in our neighbourhood is maintained?



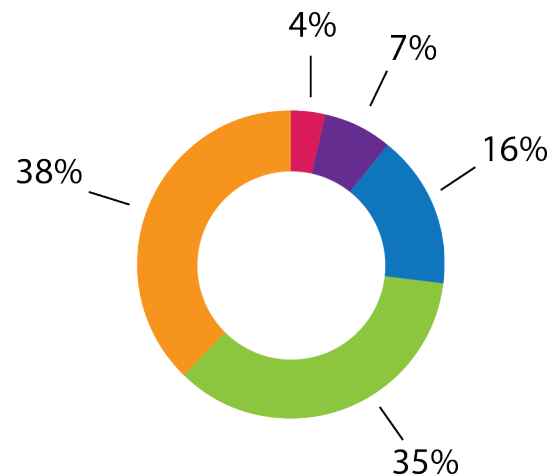


## Q2: Please rate your level of satisfaction with the following landscaping services:

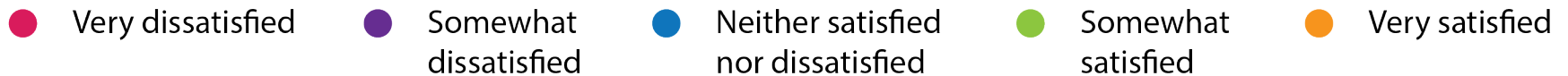
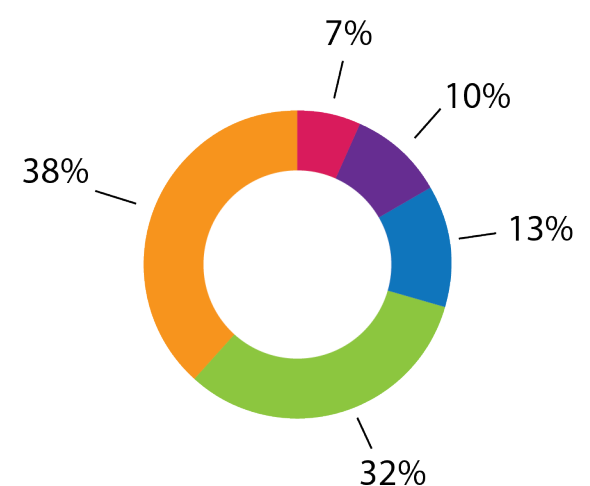
Grass cutting



Flowers, flower pots & shrubs



Holiday flower pots



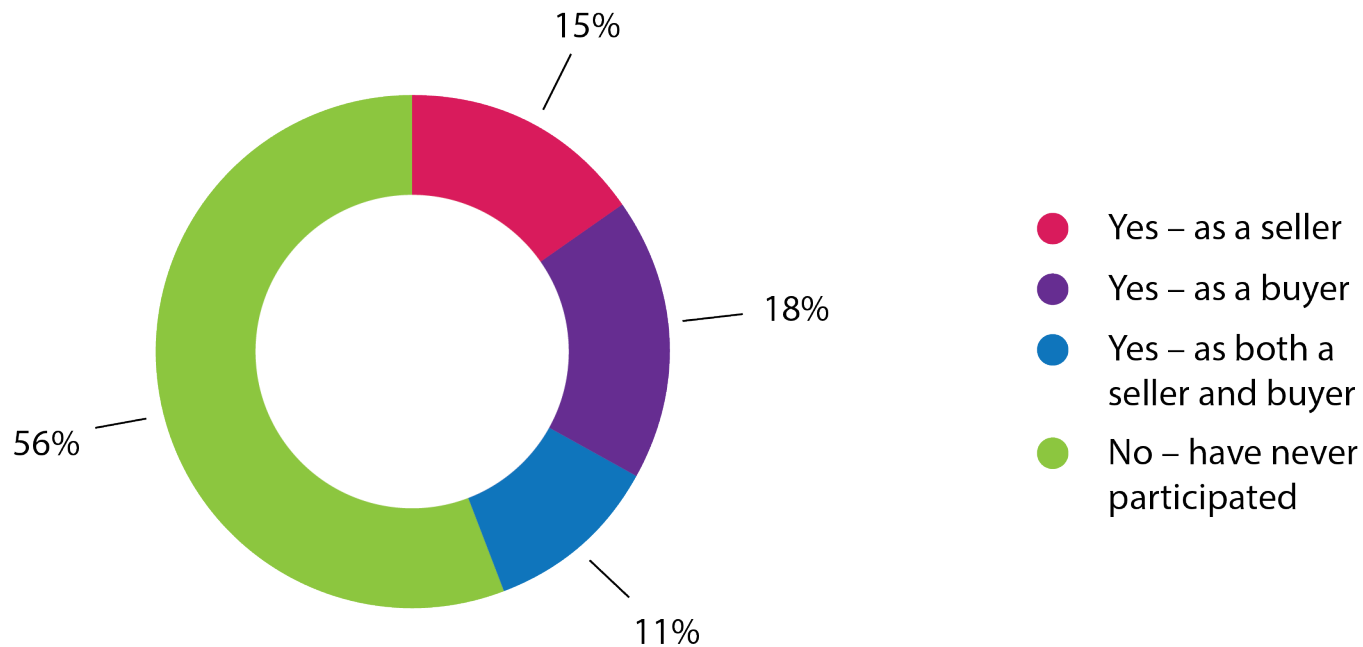


### Q3: What other landscape changes would most improve your neighbourhood?

- Tree trimming for low hanging branches and overgrown shrubs especially next to sidewalks
- Use more drought resistant plants such as perennial flowering plants and shrubs to decrease costs and lower maintenance/watering requirements
- Add garbage cans and/or doggie bag stands
- Weed control
- Increased fence maintenance; perimeter fence painting/repairs
- Snow clearing on sidewalks and pathways
- More flowers; add more planters/pots; more variety of decorative shrubs

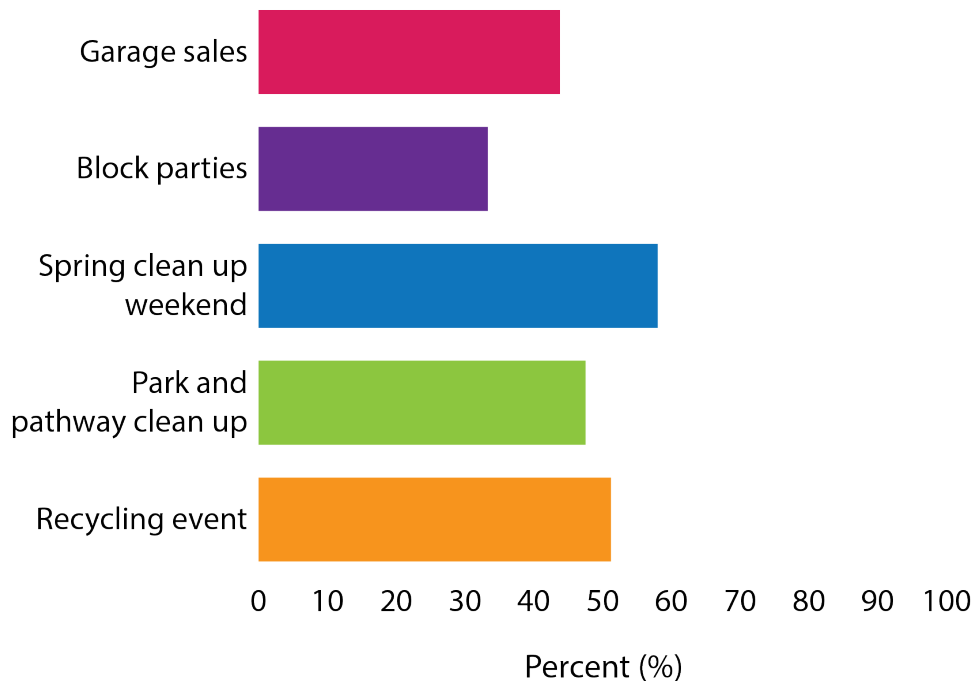


## Q4: Have you taken part or participated in the community garage sales?

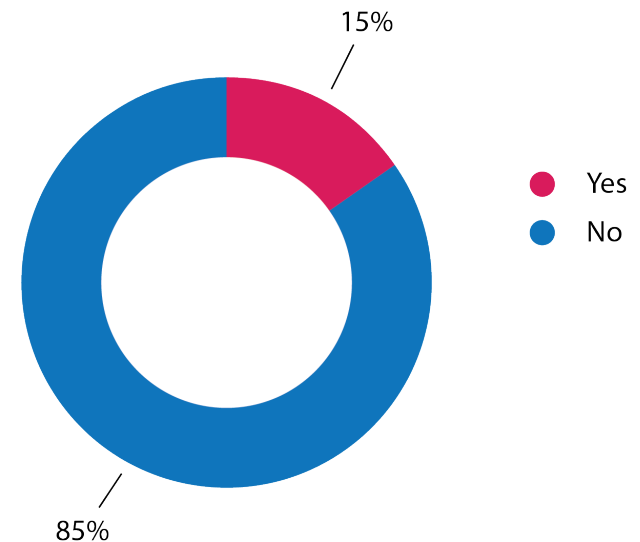




**Q5:** What type of events would you like to see coordinated (at minimal/no cost) by the association?



**Q6:** Would you be willing to help coordinate events?



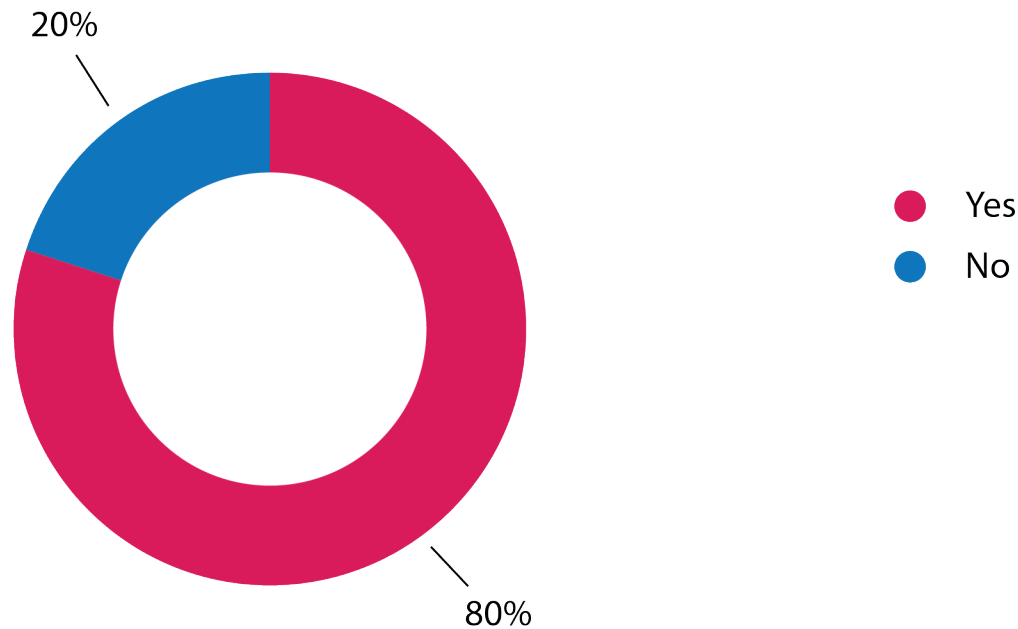


## Q5: Other suggestions:

- Electronics recycling
- Community building events

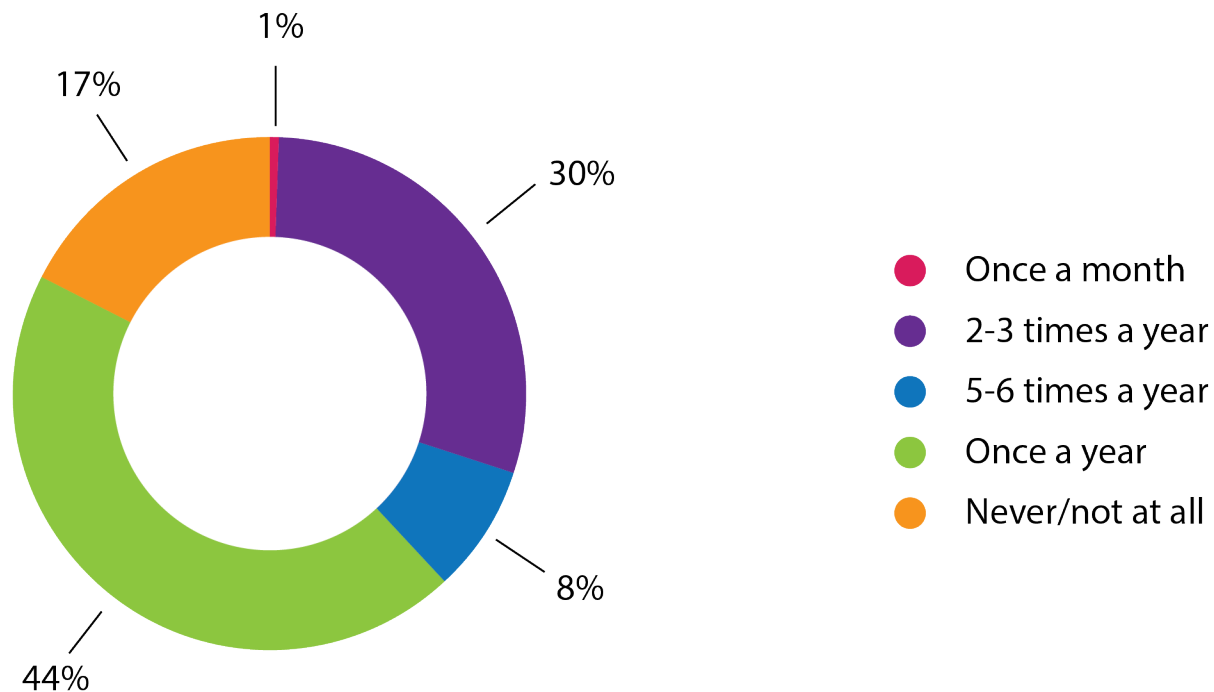


**Q7:** Have you visited the Springside Residents' Association website (springsideresidents.com)?



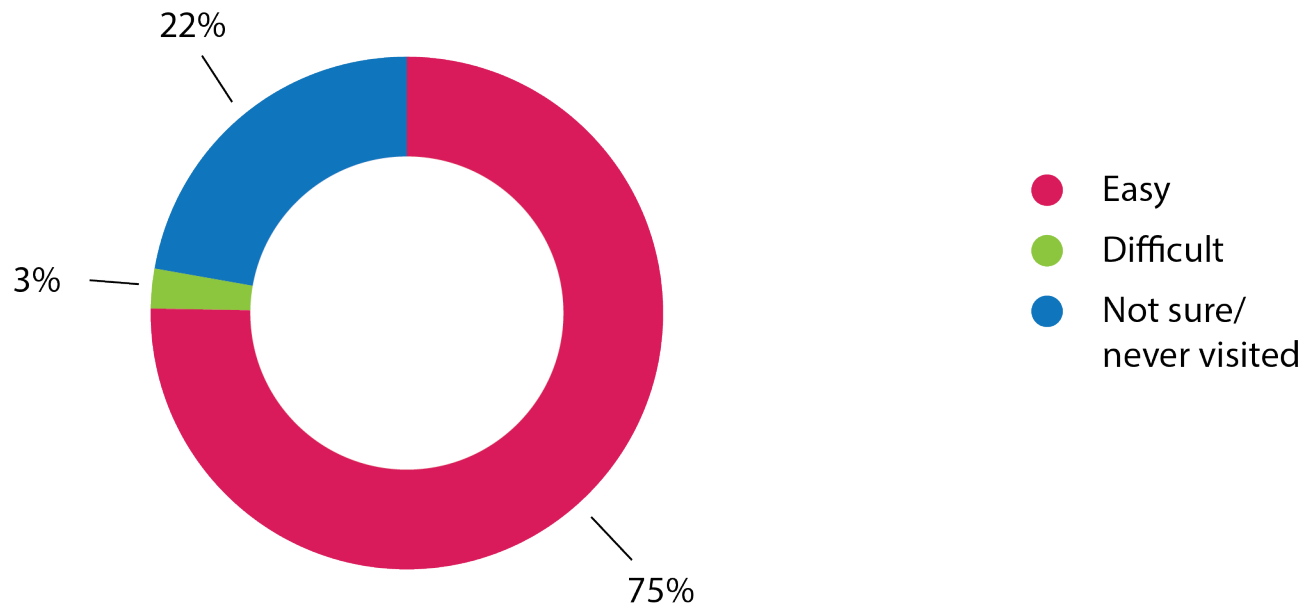


**Q8:** If yes, how frequently do you visit the website?



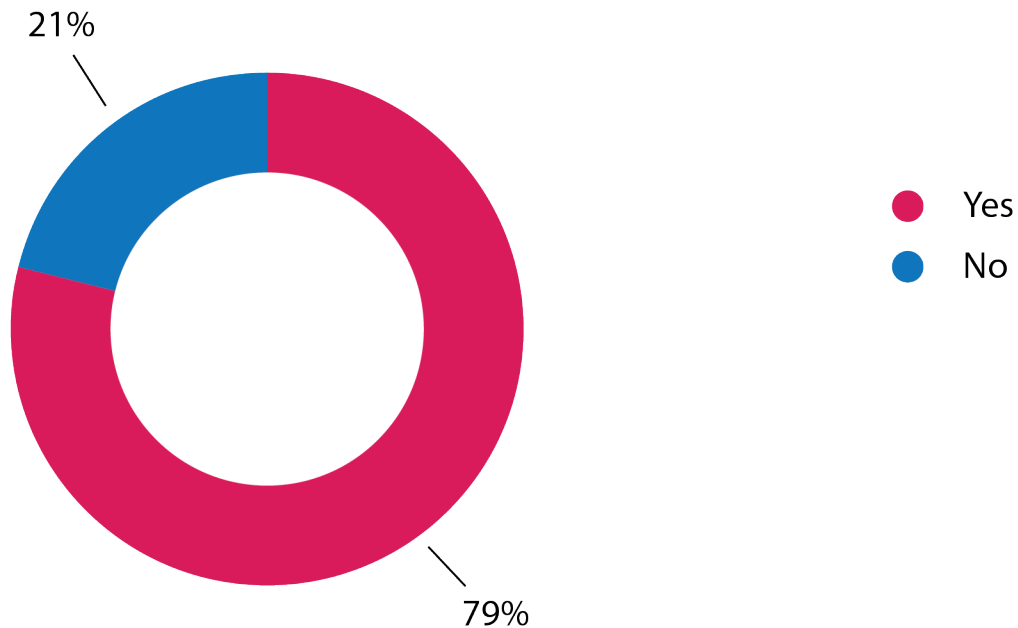


## Q9: Is the website easy to navigate?





**Q10:** Does the website contain the information you need?



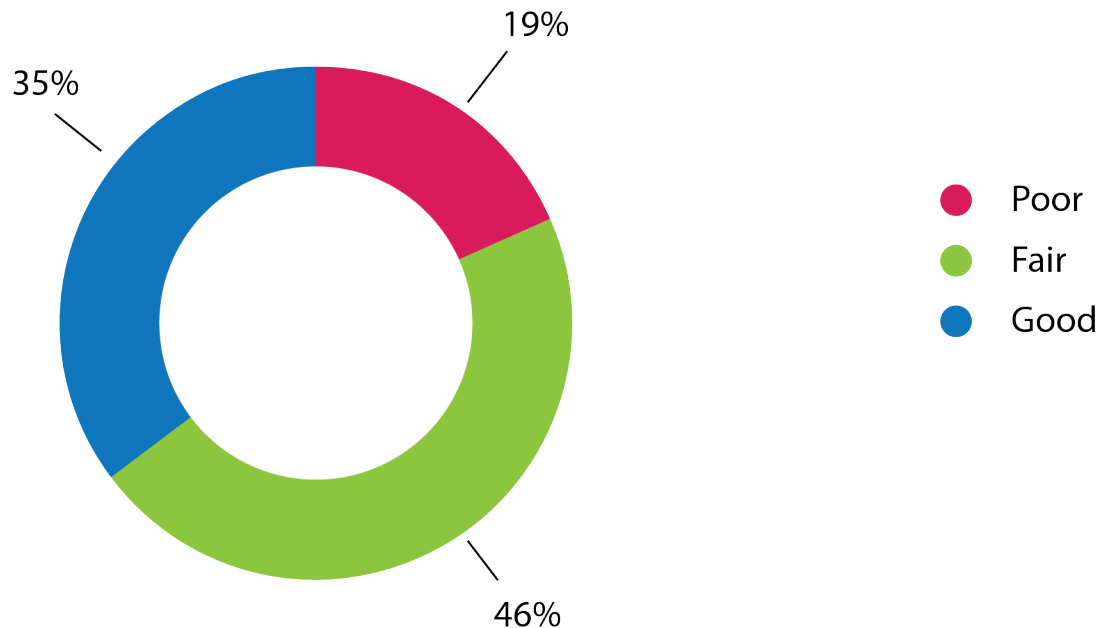


## Q10: Suggestions of what you would like to see included:

- Plans for current year activity
- More information about community events and neighbourhood news bulletins
- Links to city projects (like the ring road)
- Add events section and a volunteer section
- Accurate and detailed minutes



**Q11:** Do you believe you're receiving value for the annual fees you pay?





**Q12:** If you would like to share any additional comments with the Board, please enter them below:

- Reduction of administration expenses
- Establish funding for the stucco fence repairs/maintenance



## *Future opportunities*

- Enter into a Landscaping Agreement with the City of Calgary
- Continue to update existing Bylaws
- Complete a Capital Reserve Assessment (re: the stucco fence) and consider a reserve fund to manage foreseeable maintenance
- Alignment with three other Boards within Springside
- Explore opportunities for traffic calming with the City of Calgary



# *Questions?*

- Please be respectful – we are all neighbours
- Only one person may ask a question or talk at a time
- No interruptions
- Each person will be limited to 2 minutes
- If you ask a question, please listen to the answer
- Please keep conversation to a minimum



# *Adjournment*

Motion to adjourn the meeting | Seconder to motion | All those in favour

*Thanks to everyone for taking the time to attend*





# *Appendix - Encumbrance*

1. The purpose of this Encumbrance is to charge and secure the Lands for certain ongoing indebtedness of the Owners to the Association arising from, pursuant to and out of:
  - a) Certain one or more contracts and agreements entered into between the Owners and the Association whereunder the Association may perform or cause to perform certain installations, maintenance, repairs, replacements, construction or reconstruction, as the case may be, relating to the following:
    - i. Walls;
    - ii. Fences;
    - iii. Entrance flowers;
    - iv. Irrigation systems;
    - v. Medians and boulevards;
    - vi. Maintenance of existing flowers, shrubs and trees;
    - vii. Planting of flowers and new shrubs and trees;
    - viii. Creation and maintenance of flower beds;
    - ix. Pathways;
    - x. Lighting;
    - xi. Grass cutting;
    - xii. Removal of debris;
    - xiii. Street cleaning;
    - xiv. Maintenance of storm water dry ponds;
    - xv. Landscaping;and such other matters as the Association may determine in its sole discretion, all in respect of the Lands for the benefit of the Owners and for their respective successors-in-title to the Lands (the "Maintenance Obligations")