

SAHCA Scheduled Special Meeting Minutes – April 9, 2018

Meeting held at the SAHCA Hall.

Attendees: Adev Ahluwalia, Kevin Noakes, Ken Zdunich, David Cary, Jacques Gendron.

Meeting called to order at 7pm. Quorum has been established.

Meeting convened to review the Bylaw Amendments drafted and circulated by Ken which would if approved by the Board, be presented to the General Membership at the June AGM for their approval.

Prior to this Ken updated the Board on the status of our investments and proposed to revisit the strategy related to our Government of Canada bond as its original ten year term expiring in 2008 was extended to November 2018. Ken tabled a motion to delay the reinvestment until November 2018. David seconded, approved by those present.

In relation to the proposed SAHCA bylaw amendments proposed and circulated by Ken prior to the meeting, Adev advised that he had spoken to Dale Caulkins in Councillor Farrell's office. Dale advised that as a non profit SAHCA is governed by the terms of the Alberta Societies Act. Specifically, in terms of resolving disputes between Board members and/or the Board and members of the community, article 22 1) of the Societies Act provides for resolution via the Arbitration Act. Adev proposed that this was the only mechanism we as a Board should use to resolve a matter in dispute between the Board and a member of the Board.

Several of the proposed Bylaw changes drafted and circulated by Ken prior to the meeting address a shortcoming in the resolution of differences between Board members in the current SAHCA Bylaws.

Kevin asked if there was another provision that might apply. Adev repeated that the only option was third party independent arbitration. Kevin asked Adev to read the full clause.

"The bylaws of a society may provide that a dispute arising out of the affairs of the society.....shall be decided by arbitration under the Arbitration Act unless the bylaws prescribe some other method."

The section "unless the bylaws prescribe some other method" had not been mentioned prior to this point.

Ken pointed out that the proposed bylaw amendments under consideration were intended to have our bylaws address the resolution of disputes between the Board and a member of the Board. The "other method" as prescribed by the Societies Act would be an internal Board review and decision making process.

Adev disagreed.

Following a short discussion between Adev and Jacques on how the new Bylaws might actually impact Adev in certain scenarios, Adev left the meeting. Jacques characterized Adev's interpretation of his situation as bullshit.

Quorum maintained.

Jacques proposed a motion to endorse the bylaws as appropriate to submit to the AGM for approval.

Seconded: Ken

Agreed: Ken, David, Kevin, Jacques.

After several minutes of discussing Adev's role on the Board, and in view of Adev's repeated refusals to accept legitimate Board decisions once a motion has been duly approved by a majority of the Board, Jacques proposed that Adev's responsibilities be removed.

David seconded and commented that these disruptions have become a far too familiar pattern and is detracting from our ability to function properly as a Board.

Agreed: David, Ken, Kevin, Jacques.

David indicated he would not be able to attend the Conversation Series Open House on April 16.

Meeting adjourned – 8:45 PM