

Board Structure

Meridian Community Futures Development Corporation operates under the Non-Profit Corporations Act as a Membership Corporation. Currently the organization is registered as such in the Provinces of Alberta and Saskatchewan. The corporation is governed by a Board of Directors appointed by the registered municipal entities which form the membership. The membership policy is as follows:

Part 5 Membership

- 1) There will be nine (9) classes of membership in MCF.
- 2) **Intention of Membership**
After April 01, 2016 and for new members not on the membership roster of the Corporation, intention to become a member of the Corporation shall be in writing to the registered office of the Corporation and shall be in force indefinitely subject to Section 9 and 10.
- 3) **Membership Transfer**
There shall be no transfer of membership.
- 4) **Membership Withdrawal**
A member may withdraw from the corporation immediately upon giving to the Board of Directors written notice of their intention to withdraw.
- 5) The Nine (9) classes of membership are:
 - a) Class A – Zone 1 General
 - b) Class B – Zone 2 General
 - c) Class C – Zone 3 General
 - d) Class D – Zone 4 General
 - e) Class E – Zone 5 General
 - f) Class F – Zone 6 General
 - g) Class G – Zone 7 General
 - h) Class H – Zone 8 General
 - i) Class I – Zone 9 General
- 6) Rights, privileges, restrictions and conditions that constitute the membership interests of each class of membership:
 - a) Class A – Zone 1 General membership:
 - i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class A membership;
 - ii) The Class A member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;

- iii) The holder of a Class A membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class A membership;
 - iv) The holder of a Class A membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class A membership shall only be filled by a vote of the Class A membership.
 - v) Directors elected by Class A members must reside in either Zone 1, 2 or 3 as identified on the Zone Map attached as Schedule A – Zone Map.
- b) Class B – Zone 2 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class B membership;
 - ii) The Class B member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class B membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class B membership;
 - iv) The holder of a Class B membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class B membership shall only be filled by a vote of the Class B membership.
 - v) Directors elected by Class B members must reside in either Zone 1, 2 or 3 as identified on the Zone Map attached as Schedule A – Zone Map.
- c) Class C – Zone 3 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class C membership;
 - ii) The Class C member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class C membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class C membership;
 - iv) The holder of a Class C membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class C membership shall only be filled by a vote of the Class C membership.

- v) Directors elected by Class C members must reside in either Zone 1, 2 or 3 as identified on the Zone Map attached as Schedule A – Zone Map.
- d) Class D – Zone 4 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class D membership;
 - ii) The Class D member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class D membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class D membership;
 - iv) The holder of a Class D membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class D membership shall only be filled by a vote of the Class D membership.
 - v) Directors elected by Class D members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- e) Class E – Zone 5 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class E membership;
 - ii) The Class E member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class E membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class E membership;
 - iv) The holder of a Class E membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class E membership shall only be filled by a vote of the Class E membership.
 - v) Directors elected by Class E members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- f) Class F – Zone 6 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class F membership;

- ii) The Class F member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class F membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class F membership;
 - iv) The holder of a Class F membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class F membership shall only be filled by a vote of the Class F membership.
 - v) Directors elected by Class F members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- g) Class G – Zone 7 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class G membership;
 - ii) The Class G member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class G membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class G membership;
 - iv) The holder of a Class G membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class G membership shall only be filled by a vote of the Class G membership.
 - v) Directors elected by Class G members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- h) Class H – Zone 8 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class H membership.
 - ii) The Class H member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class H membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class H membership;

- iv) The holder of a Class H membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class H membership shall only be filled by a vote of the Class H membership.
 - v) Directors elected by Class H members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- i) Class I – Zone 9 General membership:
- i) Only the municipal governing bodies who have a Statistics Canada Community Profile shall hold a Class I membership;
 - ii) The Class I member is entitled to one vote at all membership meetings except at membership meetings where another class of membership is entitled to vote separately as a class;
 - iii) The holder of a Class I membership shall be represented at meetings of the members of the Corporation by any individual authorized by a proxy from the holder of the Class I membership;
 - iv) The holder of a Class I membership shall be entitled to vote separately as a class to elect 1 person as a director to the Board of Directors of the Corporation to the exclusion of all other classes of membership and any vacancy in the director exclusively elected by the Class I membership shall only be filled by a vote of the Class I membership.
 - v) Directors elected by Class I members must reside within the boundaries of Meridian Community Futures as identified on the Zone Map attached as Schedule A – Zone Map.
- 7) Observers
- The board of directors may appoint any number of individuals (with such individuals' consent) as observers to board of director meetings. And such observers, once appointed, may attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such observers will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.

Part 8 Proxies and Voting

- 8) In regard to proxies and voting:
- a) Votes at meetings of members may be given either personally or by proxy.
 - b) At every meeting every member present shall have one (1) vote on a show of hands.
 - c) If voting cards or markers are being used, a person carrying proxies will vote by drawing the attention of the chair, by calling a point of order, information, or privilege as appropriate, to the number of voting cards held and the way that each of the votes will be cast. The fact that a proxy is being held, whom it is held by, and that the proxy will be used during the meeting, shall be called to the attention of the chair at the beginning of the meeting when the chair was verifying that quorum is present.
 - d) Upon a ballot on which every member present in person or by proxy shall have one (1) vote for every membership voting right held.
 - e) The membership may from time to time pass regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such instruments to be transmitted before the meeting or adjourned meeting to the corporation appointed for the purpose of receiving such particulars and providing that instruments appointing a proxy so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in his discretion accept any form of reasonably confirmable communication (telegraph, telephone, telex, e-mail, fax, video, written, secure server transaction, and other communication means) as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been lodged with the corporation, and any votes given in accordance with such methods of communication shall be valid and shall be counted.
 - f) As members of all classes of membership are a body corporate the corporation shall recognize any individual authorized in writing by the directors or governing body of the body corporate to represent it at meetings of members of the corporation.
 - g) An individual authorized pursuant to subsection (f) may exercise on behalf of the body corporate that he or she represents all the powers it could exercise if it were an individual member.

Part 9 Resolutions in Writing and by Voting by Signature

- 9) A resolution in writing, or other accepted means of transmission (such as electronic transmission) signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.
 - a) The corporation may from time to time pass regulations as to what constitutes a legal signature for its own proceedings. Such signatures may include written signatures, email, and electronic signatures and electronic verification means as may be in use by the corporation.

- 10) A resolution in writing dealing with all of the matters required by the Act to be dealt with at a meeting of the members and signed by all of the members entitled to vote at the meeting, satisfies all of the requirements of the Act relating to meetings of members.
 - a) Resolutions in writing contemplated by this section (19) may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

Part 10 Directors

- 11) The Board shall consist of such number of Directors that is equal to the number of classes of membership interests that have been issued, notwithstanding minimum and maximum numbers set in the by-laws and articles. The Board shall manage or supervise the management of the affairs and business of the corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the corporation and which are not by the Act or other statute, the articles, the by-laws or any resolution of the corporation expressly directed or required to be done in some other manner.
 - a) The minimum number of Directors will be 3 and the maximum number will be 20.
 - b) Directors are not required to be members of the Corporation, notwithstanding other by-laws, regulations, or resolutions of the Corporation which may limit who may serve or present qualifications or requirements for holding the office of Director.
 - c) Vacancies
 - i) Where there is a vacancy or vacancies in the Board, the vacancy among the directors shall only be filled by a vote of the members, or by a vote of the members of any class of members having an exclusive right to elect one or more directors if the vacancy occurs among the directors elected by that class, whose term will serve until the next Annual Meeting.
 - ii) Directors so placed will exercise full Director's powers and authority.
 - d) Removal of Directors
 - i) Subject to subsection (ii), the members of the corporation, by ordinary resolution at a special meeting, may remove any Director or Directors from office.
 - ii) Where any class of members or subdivision of members that does not constitute a separate class of members has an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the members of that class or subdivision.

- iii) Where a Director is holding a Director position where the member category responsible for electing that Director ceases to have members, that Director shall immediately cease to be a Director.
- 12) Conflict of Interest and disclosure of interested director contract: A Director shall disclose his or her interest in any material contract or proposed material contract with the Corporation in accordance with Section 107 of the Act and as determined by board policy.
- 13) Remuneration: Directors may receive reasonable remuneration for their duties as Directors and shall be reimbursed for reasonable expenses incurred in the carrying out of those duties.

Part 11 Terms of Office

- 14) The term of office of a Director shall be 2 years from the final adjournment or termination of the meeting at which he is elected until the second annual meeting next following; provided that a retiring Director shall retain office until the adjournment or termination of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a Director in which case the Director so removed shall vacate the office forthwith upon the passing of the resolution calling for his removal.
- 15) A Director may serve no more than eight (8) consecutive years of office.
 - a) Should the number of elected Board members drop below five (5) any member who has served eight consecutive years may continue to sit as a duly elected board member for a minimum of one (1) additional year or until using best efforts a new board member is elected, which ever shall occur first.
- 16) A Director is eligible for re-election following an absence equivalent to one year.
- 17) Retiring Directors, if qualified, are eligible for re-election.
 - a) Whenever at any election of Directors of the corporation the full number of Directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a Director or the death of any nominee or nominees, the Directors elected may exercise all powers of the Board so long as the number of Directors elected so constitutes a quorum.

