

August 27, 2020

**NOTICE OF SPECIAL RESOLUTION TO REPLACE THE BYLAWS**

**Alberta Urban Municipalities Association**

The Board of Directors of Alberta Urban Municipalities Association (herein "AUMA") hereby gives notice that at the 2020 Annual General Meeting of the AUMA to be held September 24, 2020, the Board of Directors will be proposing the following Special Resolution to repeal and replace the current AUMA Bylaws with the amended Bylaws attached hereto as Schedule "A":

**WHEREAS** Section 16.01 of the current AUMA Bylaws states that "The Board of Directors or a Regular Member may propose a special resolution, as required by the *Societies Act*, R.S.A. 2000, c.S-14, or any amendments thereto, to amend these bylaws.";

**AND WHEREAS** the proposed amended Bylaws, attached as Schedule "A", are more comprehensive and add further clarity to certain of the provisions contained therein;

**AND WHEREAS** a redline compare of the Bylaws, attached as Schedule "B", highlights the revisions that are contained within the amended Bylaws as compared against the existing AUMA Bylaws;

**AND WHEREAS** the proposed amendment has been submitted to AUMA only after taking into consideration:

- a. AUMA's fundamental and paramount principle of ownership and control of AUMA by its Regular Members; and
- b. AUMA's tax exempt status under para. 149(1) (d.5) of the *Income Tax Act*, Canada as discussed by the Canada Revenue Agency in its letter dated March 14, 2007,

and that the proposed amendment herein will not, by its nature, content or description, compromise, modify, alter, affect or change in any way the fundamental and paramount principle of AUMA (AUMA being owned and controlled by its Regular Members only) or AUMA's tax exempt status under para. 149(1) (d.5) of the *Income Tax Act*, Canada as same may be amended from time to time;

**NOW THEREFORE** the Board of Directors of AUMA proposes that a Special Resolution be passed at the Annual General Meeting of the AUMA to repeal and replace the existing AUMA Bylaws in their entirety with the Bylaws attached as Schedule "A".

**Alberta Urban Municipalities Association**

Per: \_\_\_\_\_

**SCHEDULE "A"**  
**AMENDED BYLAWS**

**SCHEDULE "B"**

**REDLINE COMPARE OF THE BYLAWS**