



**McKenzie Towne Council**

September 28, 2017

Members of the McKenzie Towne Council  
McKenzie Towne, Calgary, Alberta

Dear Residents of McKenzie Towne:

**RE: Notice of Annual General Meeting – 7:00 PM, Wednesday, October 25, 2017**

---

McKenzie Towne Council (MTC) is a not-for-profit company incorporated under the Alberta Companies Act. All homeowners (including members of their family and tenants) in McKenzie Towne are consequentially members of MTC. The purpose of MTC is to own and operate the McKenzie Towne Hall, and various other subdivision features and amenities within the community of McKenzie Towne.

Enclosed please find the Notice of the Annual General Meeting (AGM) for McKenzie Towne Council (MTC), an Information Circular and a Proxy Form. The following information regarding MTC which you may wish to review is available on our website at [www.mtcouncil.com](http://www.mtcouncil.com) under the “Council” tab then under “Annual General Meeting”:

- Audited Financial Statements for the 2016/2017 fiscal year and the Independent Auditor’s Report and Treasurer’s Report;
- the Report of the Board of Directors;
- the Minutes of the AGM held on October 26, 2016.

Please note that to attend the AGM you must be a “Member in Good Standing” according to Article 2(n) of the Articles of Association. The AGM is being held at **7:00 PM on Wednesday, October 25, 2017** at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE (at the traffic circle), Calgary, AB. **Doors open at 6:30 pm; doors close at 7:01 pm sharp! If you are unable to attend, please date, sign and return the enclosed Proxy in accordance with the Proxy instructions.**

If you are interested in being nominated for the Board of Directors, or have any questions about the enclosed, please contact Rob Van Gastel, President – McKenzie Towne Council, via e-mail at [president@mtcouncil.com](mailto:president@mtcouncil.com).

On behalf of your Board of Directors, we look forward to your participation.

Yours truly,

**MCKENZIE TOWNE COUNCIL:**

**President – ROB VAN GASTEL**

**Vice President – MARGARET MCPHERSON**

**Secretary – MALIK AMERY**

**Treasurer – MALIK AMERY**

**Board of Directors -**

**LAURA ST. CROIX**

**RICK LEIGH**

**PRESTON THIRLWALL JESSICA SMITH**

**JACKOLYNN COUGHLIN**

**SHAWN MACDOUGALL UTE DAVIES**

**TO ALL MEMBERS IN GOOD STANDING: IF YOU ARE NOT ABLE TO BE PRESENT AT THE AGM, PLEASE DATE, SIGN AND RETURN THE ACCOMPANYING PROXY.**

**MCKENZIE TOWNE COUNCIL**  
**NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS IN GOOD STANDING**

TAKE NOTICE, that the Annual General Meeting of the Members in Good Standing of **MCKENZIE TOWNE COUNCIL** (the "Company") will be held at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE (at the traffic circle), Calgary, Alberta, on **Wednesday, October 25, 2017 at 7:00 PM**. (Mountain Standard Time) **Doors open at 6:30 pm; doors close at 7:01 pm sharp!**, for the following purposes:


- 1) To receive the minutes of the AGM for the Company held on October 26<sup>th</sup>, 2016;
- 2) To receive the Report of the Board of Directors of the Company;
- 3) To receive the audited financial statements of the Company for the fiscal year ended May 31<sup>st</sup>, 2017;
- 4) To establish the number of Directors to hold office until the next Annual General Meeting and elect such Directors;
- 5) To appoint an auditor of the Company;
- 6) To transact such other business as may properly come before the Meeting or any adjournment thereof.

**The Audited Financial Statements for the 2015/2016 Fiscal Year and the Independent Auditor's Report, Report of the Board of the Directors, Minutes of the AGM held on October 26, 2016 are available on our website at [www.mtcouncil.com](http://www.mtcouncil.com).**

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

Dated at Calgary, Alberta, this 28th day of September 2017.

BY ORDER OF THE BOARD OF DIRECTORS



MALIK AMERY –Treasurer

**INFORMATION CIRCULAR**  
**GENERAL INFORMATION AND PROXY STATEMENT**

**SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by management of the MCKENZIE TOWNE COUNCIL (the "Company") for use at the Annual General Meeting (the "Meeting") of Members in Good Standing of the Company to be held at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE, Calgary, Alberta, on **Wednesday, October 25, 2017 at 7:00 PM** (Mountain Standard Time). All expenses incurred in connection with the solicitation of proxies will be borne by the Company. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Company.

**APPOINTMENT AND REVOCATION OF PROXIES**

Each Member in Good Standing entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Member in Good Standing or his attorney, authorized in writing, appoint a proxy to attend and vote on his/her behalf at the Meeting. In order to be acted upon at the Meeting, a form of proxy must be returned as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package. A Member in Good Standing may revoke a form of proxy previously given by returning another proper form of proxy bearing a later date than the previously given form of proxy as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package.

### EXERCISE OF DISCRETION BY PROXY

Proxies will be voted or withheld from voting in accordance with the Member in Good Standing's instructions contained therein. The form of Proxy also confers authority on the persons named therein to vote with respect to any other matters which may properly be brought before the Meeting. At the date hereof, management knows of no other such matters. As at the date hereof management has not selected an auditor to appoint at the meeting. Accordingly, the form of Proxy confers authority on the persons named therein to vote for or against the auditor named at the meeting.

### VOTING BY MEMBERS IN GOOD STANDING

***Only Member in Good Standing of record at the close of business on the 28th day of September 2017, are entitled to vote at the Meeting, each Member in Good Standing being entitled to one (1) vote. Members in Good Standing are defined in the Articles of Association (the "Articles") of the Company as restricted to Commercial Members, Homeowner Members, Rental Members and Other Members. No Member is entitled to vote at the Meeting if at the close of business on September 28, 2017 any sum due or payable to the Company by such Member remains unpaid for at least thirty days (30) days following the original demand for payment of same.***

Where there is more than one owner of a property, there shall be only one Member who shall be the person designated as the Member by all the owners of the property. In the absence of such designation, the first person named as owner in the Certificate of Title or as Purchaser in an Agreement for Sale, shall be the Member. Where a residential property is occupied by a tenant, such tenant may be designated as the Member by and instead of the owner of such property. Where a rental project is involved, the registered owner shall be the Member and notwithstanding how many tenants are residing in the rental project, it shall have only one (1) vote. As at the close of business on September 28, 2017, the Company had **6059** Members in Good Standing.

### ELECTION OF DIRECTORS

At the Meeting, it is proposed that the total number of Directors for the Company be established as no more than fifteen (15) until the next Annual General Meeting. The following individuals, current Resident Directors "Members in Good Standing" have expressed an interest in letting their name stand for nomination:

<b>Rob Van Gastel</b>	<b>Jackolynn Coughlin</b>	<b>Malik Amery</b>	<b>Preston Thirlwall</b>
<b>Ute Davies</b>	<b>Laura St. Croix</b>	<b>Jessica Smith</b>	
<b>Rick Leigh</b>	<b>Shawn MacDougall</b>	<b>Margaret McPherson</b>	

Nominations will also be sought at the meeting for Directors from the Members in Good Standing. Individuals should be aware of the fiduciary responsibilities of Directors. Any other Members in Good Standing interested in standing for election at the meeting are invited to contact Rob Van Gastel, President - McKenzie Towne Council, in advance of the meeting via e-mail at [president@mtcouncil.com](mailto:president@mtcouncil.com).

The term of office for each person shall be from the date of the Meeting until the next Annual General Meeting of Members in Good Standing or until his/her successor is elected or appointed. Information is given below with respect to each nominee as a Director, including the length of time each has been a Director of the Company.

NAME	PERIOD SERVED AS DIRECTOR OF THE COMPANY	PRINCIPAL OCCUPATION
Rob Van Gastel	3 Year	Retired
Malik Amery	7 Years	Director of Corporate Finance

Rick Leigh	3 Years	Tax Administration Consultant
Ute Davies	3 Years	Retired
Jackolynn Coughlin	1 Years	Retired
Margaret McPherson	3 Year	Accounting
Laura St. Croix	4 Year	Registered Nurse
Shawn MacDougall	1 Year	Oil and Gas
Jessica Smith	2 Year	Property Manager
Preston Thirlwall	2 Years	Banking

DIRECTORS COMPENSATION	Nil
PENSION PLAN	Nil
EXECUTIVE COMPENSATION AND PLANS	Nil
INCENTIVE SHARE OPTION PLAN FOR OFFICERS AND KEY EMPLOYEES	Nil

#### **APPOINTMENT OF AUDITORS**

Management proposes to appoint an Auditor of the Company and to authorize the Directors to fix the remuneration of the Auditor.

---

#### **CERTIFICATE**

The foregoing contains no misstatement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

BY THE ORDER OF THE BOARD OF DIRECTORS



MALIK AMERY - Treasurer

The management of the Company knows of no amendment, variation or other matters to come before the Annual General Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting such proxy.

DATED this 28 day of September, 2017.

BY THE ORDER OF THE BOARD OF DIRECTORS



MALIK AMERY - Treasurer

**INSTRUCTIONS FOR PROXY FORMS**

**Appointment and Revocation of Proxies**

A Member desiring to appoint a person (who must also be a qualified Member) to represent him/her at the Meeting may do so by inserting such person's name in the blank space provided. The completed proxy should be forwarded to:

**McKenzie Towne Council**  
**40 McKenzie Towne Blvd. SE, Calgary, Alberta T2Z 4X5**  
**Or by facsimile to 403-930-1551 or email at: [gm@mtcouncil.com](mailto:gm@mtcouncil.com)**  
**Attention: EXECUTIVE COMMITTEE**

**All proxies must be in writing, signed by the Member and received at McKenzie Towne Hall no later than 5:00 P.M. on Tuesday, October 24, 2016.**

**Alternatively, the completed proxy may be delivered to the Chairman of the Meeting on the day of the Meeting.**

A Member who has given a proxy may revoke it at any time before it is exercised. A proxy may be removed by instrument in writing or, if the Member is a corporation, by an officer or attorney thereof duly authorized, and delivered as indicated above, at any time up to and including the last business day preceding the Meeting.

**Voting and Exercise of Discretion by Proxies**

The persons named in the form of proxy will vote the Membership in respect of which they are appointed in accordance with the instructions indicated therein.

BY THE ORDER OF THE BOARD OF DIRECTORS



MALIK AMERY - Treasurer



**MCKENZIE TOWNE COUNCIL**  
**ANNUAL GENERAL MEETING OF MEMBERS-IN-GOOD-STANDING**  
**On the 25<sup>th</sup> day of October 2017 at 7:00 PM (Mountain Standard Time)**

**PROXY SOLICITED BY MANAGEMENT**

The undersigned Member in Good Standing of the MCKENZIE TOWNE COUNCIL (the "Company") hereby appoints **Rob Van Gastel** or failing him \_\_\_\_\_, as proxy to attend and vote on behalf of the undersigned at the Annual General Meeting of Members in Good Standing and at any adjournment thereof, and my proxy is instructed to vote:

1) **FOR** \_\_\_\_ OR **AGAINST** \_\_\_\_ (and if no specification is made, **FOR**)  
 The setting of the total number of Directors for the Company until the next Annual General Meeting at fifteen (15).

2) **FOR OR AGAINST** the election of the following resident member(s) as Director(s):  
**Please mark in favour of a maximum of fifteen (15) selections clearly.**

<i><b>NOMINEE</b></i>	<i><b>FOR</b></i>	<i><b>NOMINEE</b></i>	<i><b>FOR</b></i>
Malik Amery		Shawn MacDougall	
Rob Van Gastel		Laura St. Croix	
Ute Davies		Jessica Smith	
Rick Leigh		Jackolynn Coughlin	
Margaret McPherson		Preston Thirlwall	

**If no individual(s) are specified my proxy may vote at his/her discretion.**

3) **FOR** \_\_\_\_ OR **AGAINST** \_\_\_\_ (and if no specification is made, **FOR**)  
 In his/her discretion with respect to the appointment of an Auditor of the Company and to authorize the director to fix the Auditor's remuneration.

4) **FOR** \_\_\_\_ OR **AGAINST** \_\_\_\_ (and if no specification is made, **FOR**)  
 And in his/her discretion with respect to any amendments, variations or additions with respect to any of the matters noted above or with respect to any other matter which may properly be brought before the meeting or any adjournment thereof.

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
**Member's Name (please print)**

\_\_\_\_\_  
**Signature of Member**

**Member's McKenzie Towne Address (required)**

This form should be signed by the Member in Good Standing or his/her attorney, authorized in writing, and if the Member is a corporation, this form of proxy should be signed by a duly authorized officer under corporate seal.

RETURN PROXIES NO LATER THAN 5:00 PM TUESDAY, OCTOBER 24, 2017  
 Attention: EXECUTIVE COMMITTEE - 40 McKenzie Towne Blvd. SE, Calgary, Alberta T2Z 4X5  
 OR by facsimile to 403-930-1551 OR by email: gm@mtcouncil.com  
 ALTERNATIVELY, PROXIES MAY BE DELIVERED TO THE CHAIRMAN ON THE DAY OF THE MEETING

**MCKENZIE TOWNE COUNCIL DIRECTORS' REPORT - June 1, 2016 to May 31<sup>st</sup>, 2017 Fiscal Year**

The Board of Directors administers McKenzie Towne Council (“MTC” or “the Council”) and currently consists of ten (10) volunteer members of the community (the “Board”). As a member of MTC, you are involved with an organization that has more than \$5 million in debt free assets in the form of amenities such as Inverness Square and Clock Tower, Elgin Hill, Prestwick Common, and the Towne Hall, to name just a few. We hope you will continue to visit and enjoy these amenities with family and friends. We are very proud of them. This past year has been quite busy for the Board.

A number of initiatives are underway, being implemented, or are complete to benefit the membership:

- Prestwick Common revitalization – \$340k in grants were awarded to MTC to create a splash park, enhance the fountain and firepit, bring the site up to current code and add a washroom at the Prestwick Common site, this project will be paid off in 5 years with no planned increases to fees, check out the progress on [www.mtcouncil.com/common](http://www.mtcouncil.com/common)
- For the 3<sup>rd</sup> straight year we recognized that these are tough financial times, and the Board held fees at previous levels
- Thanks to the efforts of staff, programming and rental revenues increased, our events are very successful and the Towne Hall is regularly busy with rentals and programming

Your fees go towards programming and event support at the Towne Hall, the Stampede Breakfast, enhanced grounds keeping, flooding of Prestwick Common and the skating rink behind High Street, Christmas lights, and the maintenance of our Towne Hall to name but a few. What makes McKenzie Towne unique, and differentiates your amenities from other communities is that we are completely open and accessible to anyone.

Our largest endeavor since the construction of the Towne Hall has been the Prestwick Common revitalization. A need arose to modernize this amenity. The fountain originally was intended as a decorative feature but over time our residents used it as a wading pool. This then changed the intended use from a fountain to a “swimming pool” which required addition of chlorination systems over 10 years ago. The use of these chemicals over time degraded the mechanical systems and structure in the old building requiring us to replace and rebuild. Additionally, the drainage in the park meant that all the run off, which included fecal matter, was draining into the water the kids were using. With funding from the Province and the Government of Canada we are able to undertake the necessary work as well as add a splash park for future enjoyment of all resident members. The complex revitalization will mean that we will be up to current standards for many years to come, with the benefit of having new amenities to enjoy.

We have seen a steady increase in the number of members who have not paid their fees the past few years. As of the middle of September, 652 households have not paid, which is an increase of nearly 440 from the previous year. To ensure fiscal governance, a vigilant approach to fee collection is overseen by the Board, and absent the collection program, all members would suffer as we would have shortfalls in the budget and an inability to deliver services. Having said this, the Board does take into consideration individual circumstances and arrangements, such as payment plans, have been made for some in order to prevent the collection process from occurring.

The MTC Directors would like to thank past Directors Brian Henderson, Roger Doucette, Janise Bachler, MTC sponsors, staff and event volunteers for yet another great year!

Dated this 28<sup>th</sup> day of September 2017

**McKenzie Towne Council Board of Directors**

**THIS PAGE  
IS INTENTIONALLY  
LEFT BLANK**