

Condo Law for Albertans

condolawalberta.ca/condo-board/what-is-the-board-of-directors/

A board of directors (also known as the board) is a group of individuals that run a condominium corporation. Board members are usually elected each year by the unit owners. Anyone who owns a unit is generally eligible to run for a position on the board of directors. At least 2/3 of board members must be unit owners or mortgagees (mortgage lenders).



Always check your condo's registered bylaws as they can have different rules on board matters such as:

- Nominations
- Eligibility requirements for board members
- The number of members who must be owners
- Whether non-members can serve and if so, their eligibility
- Term of service
- Whether board members can serve consecutive terms
- Qualifications of board members
- Duties and responsibilities of board members
- Procedures for electing board members and appointing officers
- Procedures for removing board members
- Other criteria for choosing board members



Thank you to the Alberta Real Estate Association for allowing portions of their Condominium A to Z course manual to be adapted for use in this section.

Who can be on a board?

Board members are usually the unit owners with the respective condominium, but they do not need to be. The bylaws will often provide further guidance on who can be on the board. For example, some bylaws may:

- establish the size of the board (for example, at least 3 people but not more than 7).
- establish rules for multi-owner units (for example, if a condominium unit has more than one owner, then only one of them can sit on the board at a time).
- establish restrictions on who can be on the board (for example, board members must be at least 18 years old or unit owners who have not paid their monthly contributions cannot sit on the board)
- allow renters or relatives of owners to sit on the board.

- allow external members to sit on the board (for example, a lawyer, accountant, or a representative from the condominium corporation's property management company).



Check your registered bylaws for any further guidance on who can be on the condo board.

How are board members elected?

Board members are usually elected at the annual general meeting (AGM) of the condominium corporation according to election procedures outlined in a condo corporation's bylaws.



Within 30 days after the AGM, the corporation must register a Notice of Change of Directors at the Alberta Land Titles Office, listing the names and addresses of board members. If a change occurs between elections (for example, there is a change in the board membership, a board member's name or address), then the corporation must promptly file a Notice of Change of Directors at the Alberta Land Titles Office.

How long can board members serve in office?

Once elected, board members will generally remain in office until their terms of office expire. In certain circumstances, a person is no longer considered a board member if he/she:

- becomes bankrupt under the *Bankruptcy and Insolvency Act* (Canada)
- is more than 60 days late in their condo contributions
- is more than 60 days in default of a court judgment for money owing to the condo corporation
- is or becomes a represented adult under the *Adult Guardianship and Trusteeship Act*
- is convicted of an indictable offense
- resigns by serving a written notice to the corporation
- is removed by ordinary resolution



A corporation can remove a board member by ordinary resolution and appoint another person in that member's place for the remainder of the term.



Check your registered bylaws for further guidance or restrictions. For example, some bylaws will allow condo board members to be re-elected and serve consecutive terms. But some place restrictions on a board members' length of service.

How are board positions determined?

Most bylaws provide for the selection of the officers (also known as board executives) when board members meet for the first time after their election at an AGM. Officers of the condominium corporation usually consist of:

- President
- Vice-president
- Secretary
- Treasurer

The officers' duties will vary depending on what the bylaws say, or what the board assigns to them. But the duties usually include the following:

President

- Manage the daily business of the corporation
- Prepare the agenda and act as chair at board meetings
- Cast the deciding vote in a tie vote

Vice-president

- Assist the president as needed
- Fill in for the president's duties if he or she is absent or disabled. For example, manage the daily business of the corporation and act as chair at board meetings.

Secretary

- Take minutes at board meetings
- Maintain records of board meetings
- Handle correspondence for the corporation
- Carry out the secretary's duties under the direction of the president and board

Treasurer

- Receive and deposit funds
- Properly account for the condo corporation's funds
- Present a full detailed account of receipts and disbursements, as directed by the board
- Prepare financial statements and budgets

Some boards don't fill all 4 officer positions. For example, some boards combine positions such as the treasurer and secretary together.

A board may delegate some of the executive members' duties (e.g. bookkeeping, record management) to a condominium manager or management company.

Can boards create committees?

Some boards establish committees to get things done. For example, tasks can include landscaping or communications. These committees can be made up of some board members or unelected owners who have an interest in a particular aspect of the condominium. Working on a committee is a good way for unit owners to become involved in their condominium and see if being a board member is right for them.



Unless the bylaws say otherwise, condo boards are free to establish committees to get things done. But boards should always make sure that all major decisions are still made by the entire board. No individual board member can make decisions by him or herself.

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