

GTVCCA – Society Plan S0013626

Bylaw Updates

The bylaws for the community center have been updated with suggestions of the BC Societies Act from 2016. The bylaws have also been updated to reflect the changes in our relationships with Personal Members and the LMS 2165 Strata. The bylaws had been amended to allow the LMS 2165 Strata to become members, however, the LMS 2165 Strata did not choose to become members and the amendments did not take effect.

Find in this document:

- A chart highlighting the changes.
- Current bylaws.
- Proposed Bylaws.

The Board of Society Plan S0013626

*** Prepared by the Board ***

Present Bylaws	Proposed Bylaws																											
Format Change	Format changed to reflect the Model Bylaws published by BC Society 2015																											
<p>Main Changes: Removed bylaws that indicated Personal Members or Owners of LMS 2165 were included in any business matters of the Society or included in calculations of fees or assessments.</p>	<p>Owners of LMS 2165 clearly identified as Personal Members only. Personal Members as Non-Voting Members with limited influence on business matters of the Society.</p> <table border="1" data-bbox="808 445 1459 1146"> <thead> <tr> <th data-bbox="808 445 1133 533">Present Bylaws</th> <th data-bbox="1133 445 1459 533">Proposed Bylaws equivalent</th> </tr> </thead> <tbody> <tr> <td data-bbox="808 533 1133 583">3.6</td> <td data-bbox="1133 533 1459 583">2.1.a.ii</td> </tr> <tr> <td data-bbox="808 583 1133 634">5 (b)</td> <td data-bbox="1133 583 1459 634">2.1.c.ii</td> </tr> <tr> <td data-bbox="808 634 1133 684">7 (c)</td> <td data-bbox="1133 634 1459 684">2.3.c.</td> </tr> <tr> <td data-bbox="808 684 1133 735">7. (d) viii</td> <td data-bbox="1133 684 1459 735">removed</td> </tr> <tr> <td data-bbox="808 735 1133 785">8 (b)</td> <td data-bbox="1133 735 1459 785">2.4.a.ii</td> </tr> <tr> <td data-bbox="808 785 1133 835">10 (b)</td> <td data-bbox="1133 785 1459 835">2.4.c.</td> </tr> <tr> <td data-bbox="808 835 1133 886">29</td> <td data-bbox="1133 835 1459 886">4.2.</td> </tr> <tr> <td data-bbox="808 886 1133 936">30.2.</td> <td data-bbox="1133 886 1459 936">4.3.b.</td> </tr> <tr> <td data-bbox="808 936 1133 987">31.2.</td> <td data-bbox="1133 936 1459 987">4.3.c.</td> </tr> <tr> <td data-bbox="808 987 1133 1037"></td> <td data-bbox="1133 987 1459 1037"></td> </tr> <tr> <td data-bbox="808 1037 1133 1087"></td> <td data-bbox="1133 1037 1459 1087"></td> </tr> <tr> <td data-bbox="808 1087 1133 1138"></td> <td data-bbox="1133 1087 1459 1138"></td> </tr> </tbody> </table>		Present Bylaws	Proposed Bylaws equivalent	3.6	2.1.a.ii	5 (b)	2.1.c.ii	7 (c)	2.3.c.	7. (d) viii	removed	8 (b)	2.4.a.ii	10 (b)	2.4.c.	29	4.2.	30.2.	4.3.b.	31.2.	4.3.c.						
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1.(1) (b)	1.1. b) Added “Board” as suggested by Model Bylaws																											
No equivalent in old Bylaws	1.1. e) Added “Bylaws” means these Bylaws as altered from time to time. This is a suggestion from the Model Bylaws																											
No equivalent in old Bylaws	1.3. Added: If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.																											
No equivalent in Old Bylaws	2.2.b. Membership is non-transferable																											
No equivalent in old By-laws	2.5 A voting member who is not in good standing i. may not vote at a general meeting; and ii. is deemed not to be a voting member for the purpose of consenting to a solution of the voting members. (suggested in Model Bylaws)																											
No equivalent in old By-laws	2.6.a No Regular or Strata Corporation member may be																											

	<p>expelled from the Society.</p> <p>2.6.b A Personal or Special Members' membership in the Society is terminated if the person is not in good standing for 2 (two) consecutive months.</p> <p>2.6.c. Before a member of a society is disciplined or expelled the society must</p> <ul style="list-style-type: none"> i. send a member written notice of the proposed discipline or expulsion, including reasons and ii. give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
Part 3—Meetings of Members	Part 3—General Meeting of Members
No equivalent in old By-Laws	3.1.d. The Directors shall, on being presented with a Regular Member's Proposal, signed by at least five (5%) percent of the Regular Members in good standing, will add specific issues to the agenda of the general meeting. The proposal must be received by the society at least seven (7) days before notice of the AGM is sent. The directors have the discretion to reject the proposal if it is substantially similar to an issue that has already been voted on at a member's meeting in the previous two years. (from Updated Society Act)
15 (1)	3.1.f. added Notice may be given in written form or by email.
16. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year on or before October 15 and not more than 15 months after the holding of the last preceding annual general meeting	3.1.h. A general meeting must be held in each calendar year at the Directors' discretion. (change in Updated Society Act)
Part 4—Proceedings at General Meetings	Proceedings continue under Part 3
17. Special Business is: (a) all business at an extraordinary general meeting except the adoption of the rules of order, and (b) all business that is transacted at an annual general meeting, except (ordinary business)	3.3. A notice of a general meeting must state the nature of any business, other than ordinary business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
20. Subject to By-Law 21, one of the Directors present and designated by the Directors shall chair a general meeting. 21. if at a general meeting:	3.4.a An individual appointed by the Board is entitled to preside as the chair of a general meeting. 3.4.b. If the Board has not appointed an individual

<p>(a) there is no Director present within 15 minutes after the time appointed for holding the meeting or (b) all the Directors present are unwilling to chair the meeting, the members present shall choose one of their number to chair the meeting.</p>	<p>to preside as the chair or the individual appointed by the Board is unable to preside as the chair then one of the Directors present at the meeting will preside as chair.</p> <p>3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of the general meeting with fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.</p>
<p>18 (3) A quorum is 25 members present or such greater number as the members may determinate at a general meeting.</p>	<p>3.7. The quorum for the transaction of business at a general meeting is 25 (twenty-five) members present or represented through proxy.</p>
<p>23. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p>	<p>3.10 The chair of a general meeting may, or, if so directed by the voting members of the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.</p>
<p>23 (2) When a meeting is adjournment for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting (3) Except as provided in this By-Law it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.</p>	<p>3.11. It is not necessary to give notice of a continuation of an adjourned general meeting or the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 (thirty) days or more, notice of the continuation of the adjourned meeting must be given. (from new model bylaws)</p>
<p>No equivalent in old By laws</p>	<p>3.12.a. the order of business at a general meeting is as follows: etc... As suggested by the Model Bylaw with addition of “Receive Long Range Capital and Expense Plan”</p>
<p>27. A member who is a corporation, other than a Strata Corporation Member, may vote by its authorized representative, who is entitled to speak and vote, and in all other respect exercise the rights of a member and that representative shall be reckoned as a member of all purposes with respect to a meeting of the Society</p>	<p>Removed.</p>
<p>Part 5--Directors</p>	<p>Part 4--Directors</p>

<p>31. (2) A director who was elected at an annual general meeting of the Society may be removed from office by special resolution. If a Director who was elected resigns, is removed or otherwise ceased to hold office the remaining directors shall appoint a Personal Member or Regular Member owning a strata lot in Strata Plan LMS 2165 to fill the vacancy and to hold office until the next following annual general meeting.</p>	<p>4.3.c. A director who was appointed at an annual general meeting of a Strata Corporation may be removed from office by special resolution.</p>
<p>Part 6- Proceedings of Directors</p>	<p>Part 5 Director’s Meetings</p>
<p>No equivalent in old Bylaws</p>	<p>5.2. At least 2 days notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period. (model bylaws)</p>
<p>No equivalent in old Bylaws</p>	<p>5.3. The accidental omission to give notice of a directors’ meeting to a director; or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.</p>
<p>33 (3) The Directors shall elect one of their members to chair all the meetings of the Directors and the chairman so elected shall be responsible to ensure that complete and accurate minutes of all meetings of the Directors chaired by him are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the Directors of the Society in accordance with the Society Act.</p>	<p>5.4.c. The Directors shall elect one of their members or the Property Manager, to chair all meetings of the Directors and the chairs so elected shall be responsible to ensure that complete and accurate minutes of all meetings of the Directors chaired by them are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the Directors of the Society in accordance with the Society Act.</p>
<p>34 (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.</p>	<p>5.4.d. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit. The Directors may also delegate volunteer Members from Owner Strata Plan N.W. 194, the Owners Strata Plan N.W. 208, the Owners Strata Plan 310, the Owners Strata Plan N.W.440 and the Owners Strata Plan 603 to committees, if they think the member’s skills and experience will benefit the committees. A committee must have at least one Director sitting on it.</p>
<p>Part 6-Proceedings of Directors</p>	<p>Part 6—Board Positions</p>
<p>No equivalent in old bylaws</p>	<p>6.1. Directors may be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position. I. president; ii. vice-president</p>

	<ul style="list-style-type: none"> iii. secretary iv. treasurer (model bylaws)
No equivalent in old bylaws	6.2. If these positions are filled their job descriptions will be as described in the Society Act
Part 7- Seal	References to Seal removed
Part 7-Seal	Part 7—Remuneration of Directors and Signing Authority
No Equivalent in old bylaws	<p>7.2. A contract or other record to be signed by the Society must be signed on behalf of the Society.</p> <ul style="list-style-type: none"> i. by the president together with one other director ii. If the president is unable to provide a signature, by the vice-president together with one other director, iii. If the president and the vice-president are both unable to provide signatures, iv. In that case by one or more individuals authorized by the Board to sign the record on behalf of the society.
53. A notice may be given to a member, either personally or by mail to the member at the member's registered address.	10.1 A notice may be given to a member, either personally, by mail or email to the member's registered street or email addresses.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.	10.2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that it was addressed and put in a Canadian post office receptacle. Email shall be deemed to have been given the same day it was sent.

Current Bylaws

SCHEDULE "A" - SOCIETIES ACT
GREEN TREE VILLAGE COMMUNITY CENTRE ASSOCIATION

CONSOLIDATED BY-LAWS

Registered on: October 15, 1981

Amended on: December 2, 1988
March 31, 1993

PART 1 - INTERPRETATION

1. 1. In these by-laws, unless the context otherwise requires:
 - a) "Community Centre" means the Green Tree Village Community Centre;
 - b) "Directors" means the directors of the Society for the time being;
 - c) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - d) "Registered Address" of a member means that member's address as recorded in the register of members.
2. The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words imparting the singular include the plural and vice versa.

PART 2 - MEMBERSHIP

3. There shall be four classes of membership in the Society:
 - a) Strata Corporation membership - for Strata Corporations created pursuant to the Condominium Act of British Columbia;
 - b) Personal membership - for individuals who own detached dwellings located in Greentree Village and are legally bound by contract to be members of this Society; provided that only one membership shall be granted in respect of any such dwelling;
 - c) Regular membership - for individuals who own strata lots in Strata Corporation members; provided that only one membership shall be granted in respect of any such strata lot; and
 - d) Special membership - for individuals who are not regular or personal members.
4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
5. A person or Strata Corporation may apply to the directors for membership in the Society and on acceptance by the directors

shall be a member, provided that the directors shall admit the following:

- a) The Owners Strata Plan N.W. 194;
The Owners Strata Plan N.W. 208;
The Owners Strata Plan N.W. 310;
The Owners Strata Plan 440; and
The Owners Strata Plan N.W. 603 and no other Strata Corporations as Strata Corporation members;
 - b) Each owner of a detached dwelling located in Greentree Village, as a personal member, who is legally bound by contract to be a member of the Society (provided that only one membership shall be granted in respect of each such detached dwelling);
 - c) An owner of each strata lot in a Strata Corporation that is a Strata Corporation member (provided that only one membership shall be granted in respect of each such strata lot); and
 - d) Special membership as approved by the directors at any time during the year but such membership shall expire on the 31st of December of the year in which it was granted. The number of special members admitted may be re-established from time to time as the directors see fit.
6. Every member shall uphold the constitution and comply with these by-laws.
7. a) The fiscal year of the Society shall be from January 1 to December 31. No later than sixty days prior to the commencement of each fiscal year, the directors shall propose for approval by the members a budget setting forth the anticipated expenses of the Society for the next fiscal year and the anticipated income of the Society for the next fiscal year and the anticipated income of the Society from sources other than membership fees. The budget shall include all costs properly attributable in accordance with generally accepted accounting practice, for the operation, control and maintenance of the community centre, including without restricting the generality of the foregoing:
- i. such insurance as the Society may effect against public liability and property damage and other casualties properly insured against, including boiler, fire and extended coverage with respect to building and the community centre;
 - ii. repairs and replacements to, and maintenance and operation of, the community centre;
 - iii. all furnishings;
 - iv. policing and supervision;
 - v. management;

- vi. salaries of the community centre staff including contributions toward usual fringe benefits, unemployment insurance and other contributions toward usual fringe benefits;
 - vii. heating, and air conditioning if any;
 - viii. taxes;
 - ix. licences;
 - x. amounts necessary to establish a reserve fund for contingencies or capital items in such amounts as the directors may consider reasonably necessary and appropriate;
 - xi. other similar costs and all other taxes, utilities and proper costs properly attributable to the community centre.
- b) Not less than fourteen days before the Annual General Meeting the directors shall deliver a copy of the proposed budget to each Strata Corporation member, each regular member and each personal member of the Society, together with a statement showing the number of personal members of the Society as of the date the budget was proposed by the directors.
- c) For the purpose of this by-law, "Total Membership" for a fiscal year means the sum of 335 plus the number of personal members of the Society as of the date of the budget for that fiscal year proposed by the directors and "Total Expenses" for a fiscal year means the total anticipated expenses of the Society determined in accordance with paragraph 7(a) with deduction of anticipated income from sources other than membership fees.
- d) The members of the Society shall pay annual membership fees to the Society for each fiscal year as follows:
- i. The Owners Strata Plan N.W. 194 shall pay that portion of the total expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 72 and as its denominator the total membership for that fiscal year.
 - ii. The Owners Strata Plan N.W. 208 shall pay that portion of the total expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 40 and as its denominator the total membership for the fiscal year.
 - iii. The Owners Strata Plan N.W. 310 shall pay that portion of the total expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 85 and as

- its denominator the total membership for that fiscal year.
- iv. The Owners Strata Plan N.W. 440 shall pay that portion of the total expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 62 and as its denominator the total membership for that fiscal year.
 - v. The Owners Strata Plan N.W. 603 shall pay that portion of the total expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 76 and as its denominator the total membership for that fiscal year.
 - vi. Each personal member, including any personal member who becomes a member after the approval of the budget, shall pay that portion of the total expenses as shown on the budget approved by the members which has as its numerator 1 and as its denominator the total membership for that fiscal year.
 - vii. Each special member shall pay a fee prescribed by the directors and such fee shall not be less than the fee payable by regular and personal members.
- e) The membership fees payable as aforesaid shall be paid by the members to the Society in 12 equal consecutive monthly instalments commencing on the first day of January in each fiscal year and continuing on the first day of each and every month thereafter during the fiscal year.
8. During any fiscal year the directors, in extraordinary circumstances, shall call an Extraordinary General Meeting to propose by ordinary resolution special assessments, in excess of five (5%) percent of the total annual budgeted expenditures, to meet:
- a) any unexpected costs necessary to the immediate or emergent safekeeping of the community centre; and
 - b) any expenses necessary to comply with law or governmental regulations.

Special assessments shall be paid by Strata Corporation members and personal members in the same proportions as are regular membership fees as provided in By-law 7(d). The directors shall give immediate notice of any special assessment to each Strata Corporation member and each personal member, specifying a date for payment which shall not be earlier than forty-five days after the date upon which the

notice is given. Special members are exempt from special assessments.

9. A member shall be deemed not to be in good standing under the following circumstances:

- a) a Strata Corporation member shall not be in good standing if it fails to pay membership fees or special assessments in accordance with these by-laws. If a Strata Corporation member is not in good standing, all regular members who own strata lots in the Strata Corporation member shall also not be in good standing;
- b) a personal member shall not be in good standing if such member fails to pay membership fees or special assessments in accordance with these by-laws;
- c) a regular member shall not be in good standing if the Strata Corporation member in which such member owns a strata lot is not in good standing, or if such member is in default of payment of all or any portion of payments for common expenses, penalties or other sums due by such member to a Strata Corporation member, and such default has been verified by the delivery to the directors of a written statement signed by two members of the Strata Council of the Strata Corporation member or written notice from the management agent of the Strata Corporation member.

10. a) The directors may, in their discretion, suspend the rights of any member to participate in the affairs of the Society including the right to use the community centre by such member and all persons claiming under the auspices of such member if:

- i. the member commits a breach of these by-laws or any regulations made hereunder, or
- ii. the member is not in good standing.

The directors shall suspend such rights of a regular member if a Strata Corporation member in which such member owns a strata lot delivers to the directors a written statement signed by two members of the Strata Council verifying that the regular member is in default of payment of all or any portion of payments for common expenses, penalties or other sums due by the regular member to the Strata Corporation member, in which case such suspension shall remain in effect until all such sums are paid. In all other cases the period of suspension shall be at the discretion of the directors.

b) No member may be expelled from the Society. Special members shall cease to be members of the Society upon giving notice in writing to the Society that they wish to cease to be members of the Society. The membership of all other Strata Corporation members, personal members

and regular members shall cease only upon the dissolution or winding up of the Society.

11. a) Every member in good standing is entitled to have guests use the recreational facilities of the Society subject to reasonable rules and regulations as to such use as the directors may from time to time establish.
- b) Each personal member in good standing and each regular member in good standing is entitled to have the member's immediate family, and co-owners and residents of the member's property in Greentree Village use the recreational facilities of the Society.

Part 3 - Meetings of Members

12. a) General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
- b) Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
13. The directors shall, on being presented with a requisition stating the purpose of the general meeting and signed by ten (10%) percent of the members in good standing, convene a general meeting. The agenda of the meeting shall include at least the items in the requisition and may include budgetary considerations.
14. The directors may, whenever they think fit, convene an Extraordinary General Meeting.
15. 1. Notice of a General Meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business. The Society shall give no less than 14 days' written notice of a General Meeting of the Society to its members entitled to receive notice of a General Meeting; provided that such members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
2. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least

once in every calendar year on or before October 15 and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 - Proceedings at General Meetings

17. Special business is:

- a) all business at an Extraordinary General meeting except the adoption of rules of order, and
- b) all business that is transacted at an Annual General Meeting, except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required;
 - vii. the approval of the proposed budget; and
 - viii. such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

18. 1. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

2. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3. A quorum is 25 members present or such greater number as the members may determine at a General Meeting.

4. Except as specifically provided in these by-laws, at all meetings of the members and directors of the Society and at all committee meetings the then current edition of Robert's Rules of Order shall govern all procedural matters.

19. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes

from the time appointed for the meeting, the members present constitute a quorum.

20. Subject to by-law 21 one of the directors present and designated by the directors shall chair a General Meeting.
21. If at a General Meeting:
 - a) there is no director present within 15 minutes after the time appointed for holding the meeting, or
 - b) all the directors present are unwilling to chair the meeting

the members present shall choose one of their member to chair the meeting.

22. The Chairperson of any meeting of the members of the Society shall be responsible to ensure that complete and accurate minutes of any meeting chaired by him/her are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the directors of the Society in accordance with the Society Act.
23.
 1. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 2. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 3. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
24.
 1. Prior to being considered by a meeting of the members, all resolutions must be proposed by a member entitled to vote at the meeting and must be seconded by another member entitled to vote at the meeting. The Chairperson of a meeting may move, propose or second a resolution.
 2. A resolution put to vote at any meeting shall be decided on a show of hands unless any member demands a poll in which case it shall be by poll and if in any case there shall be an equality of votes the Chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member.
25. Members in good standing shall have or not have voting rights as follows:
 - a) Strata Corporation members - no vote;

- b) Personal members - one vote each;
 - c) Regular members - one vote each;
 - d) Special members - no vote.
26. Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint a person (who need not be a member) as their nominee to attend, act and vote for them on their behalf at the meeting in the manner, to the extent, and with the power conferred by the proxy. A proxy shall be in writing, dated as of the date executed and shall be executed by the member or his or her authorized agent.
27. A member who is a Corporation, other than a Strata Corporation member, may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors

28. 1. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- a) all laws affecting the Society;
 - b) these by-laws, and
 - c) rules, not being consistent with these by-laws, which are made from time to time by the Society in general meeting.
2. No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
29. The number of directors shall be six (6).
30. 1. The directors shall retire from office at each Annual General Meeting when their successors shall be elected or appointed as herein provided.
2. Each Strata Corporation member in good standing shall, by its Strata Council, appoint two members of the Society to the Board of Directors, one of whom shall be designated as an alternate, by written notice delivered to the existing Board of Directors signed by two members of its Strata Council and delivered not less than 14 days prior to each Annual General Meeting, and each director so appointed shall hold office subject to these by-laws from the date of such Annual General Meeting. The sixth

director and alternate shall be a personal member and shall be elected by the personal members at the Annual General Meeting.

31. 1. A Strata Corporation member may, by written notice to the Board of Directors signed by two members of its Strata Council, remove a director or alternate appointed by it. If a director appointed by a Strata Corporation member resigns, is removed or otherwise ceases to hold office, the Strata Corporation member shall immediately appoint a new director or alternate by written notice to the Board of Directors signed by two members of its Strata Council to fill the vacancy and to hold office until the next following Annual General Meeting.
 2. A director or alternate who was elected at an Annual General Meeting of the Society may be removed from office by Special Resolution. If a director or alternate who was elected resigns, is removed or otherwise ceases to hold office, the remaining directors shall appoint a personal member to fill the vacancy and to hold office until the next following Annual General Meeting.
 3. A director or alternate who, for any reason, ceases to be a member of the Society, shall automatically cease to be a director of the Society and a new director or alternate shall be appointed or elected in accordance with this by-law 31.
32. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

33. 1. The directors may meet together at such places as they think fit for dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The quorum necessary for the transaction of business shall be a majority of the directors then in office who are entitled to vote.
3. A director who may be absent for one or more meeting(s) may send or deliver notice to the Society advising of each and every such absence(s) and shall designate his alternate to attend to his place. Notice of meetings shall then be sent to the alternate, who shall attend the meeting and act as if he were the Director.

4. The directors shall elect one of their members to chair all meetings of the directors and the Chairperson so elected shall be responsible to ensure that complete and accurate minutes of all meetings of the directors chaired by him are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the directors of the Society in accordance with the Society Act.
5. A director may at any time convene a meeting of the directors.
34.
 1. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 2. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an Annual or other General Meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
36.
 1. Questions arising at any meeting of the directors or committee of directors shall be decided by a majority of votes cast.
 2. Alternate Board members shall have no voting rights unless said voting rights have been delegated in accordance with By-Law 33.3, but if such notice has been given, the alternate shall have the full rights and obligations of a Director as if they has been elected as Director.
37. Prior to being considered by a meeting of the directors, all resolutions must be proposed by a director entitled to vote at the meeting and must be seconded by another director entitled to vote at the meeting. The Chairperson of a meeting may move, propose or second a resolution.
38. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

39. Save as herein expressly provided the directors shall determine their own procedure.
40. No director appointed by a Strata Corporation member shall be entitled to vote at meetings of the directors if the Strata Corporation by whom such director was appointed is not in good standing.

Part 7 - Seal

41. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
42. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of two directors.

Part 8 - Borrowing

43. Subject to Articles 44 and 45, in order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
44. No debenture shall be issued without the sanction of a special resolution.
45. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

Part 9 - Auditor

46. This part applied only where the Society is required or has resolved to have an auditor.
47. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

48. At each Annual General Meeting the Society shall appoint an auditor to hold office until reelected or a successor is elected at the next Annual General Meeting.
49. An auditor may be removed by ordinary resolution.
50. An auditor shall be informed forthwith in writing of appointment or removal.
51. No director, employee or member of the Society shall be auditor.
52. The auditor may attend General Meetings.

Part 10 - Notices to Members

53. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
54. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
55.
 1. Notice of a General Meeting shall be given to
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if part 10 applies.
 2. No other person is entitled to receive a notice of General Meeting.

Part 11 - By-Laws

56. On being admitted to membership, each member is entitled to and the Society shall give such member, without charge, a copy of the constitution and by-laws of the Society.
57. These by-laws shall not be altered or added to except by special resolution.

Part 12 - Grievances

58. Where any member objects to the manner in which the affairs of the Society are being conducted or to the manner or method of management and administration of the community centre, such member may give the directors a written notice setting forth

the particulars of his or her objection. The objection shall then be considered at the next meeting of the directors, and the member in question shall be entitled to appear at such meeting to make oral representations, consuming not more than 15 minutes of time, regarding the objections. The member shall only be entitled to be present at that portion of the meeting during which the objection is discussed. The directors shall, either orally, at the meeting, or by letter within 14 days after the meeting, advise the member of their response to the objection.

ORIGINAL WAS

FIELD AND REGISTERED

October 15, 1981

M. A. JONES JR. ST. JOHN
REGISTRAR OF COMPANIES

CERTIFIED A TRUE COPY

October 15, 1981

R. J. Lawler
ASST. DEPUTY, Registrar of Companies
for the Province of British Columbia

FORM 10

Certificate of
Incorporation No. 13,626

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the bylaws of the society on June 15, 1981:

"BE IT RESOLVED

As a Special Resolution of the Greentree Village Community Centre Association pursuant to Section 23 of the "Society Act" the by-laws of the Society be changed to be in the form attached to the Resolution as Schedule A."

DATED October 7, 1981.

GREEN TREE VILLAGE COMMUNITY
CENTRE ASSOCIATION

By: LADNER DOWNS

By: *Shelley M. Hatch*
Solicitors for the Society

RECEIVED

OCT - 8 1981

REGISTRAR OF COMPANIES

I HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES ON

FORM 10

Certificate of
Incorporation No. 13,626

DEC - 2 1988 19

SOCIETY ACT

[Signature]
ASSISTANT DEPUTY REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

COPY OF RESOLUTION

The following is a copy of a Special Resolution passed in
accordance with the By-Laws of the Society on October 13, 1988:

WHEREAS:

It has been practice to ensure representation from each of the
member Strata Corporations and detached dwellings by allowing
"alternate" representatives to attend the meeting of the Board of
Directors;

AND WHEREAS:

The By-Laws currently do not provide for such "alternate"
representation;

BE IT THEREFORE RESOLVED THAT:

The By-Laws of the Greentree Village Recreation Centre
Association be amended as follows:

By-Law 30.2

.... appoint two members of the Society to the Board of
Directors, one of whom shall be designated as an alternate, by
written, The sixth and seventh Directors, and a respective
alternate for each, shall be personal

By-Law 31.1

.... remove a Director, or alternate, appointed by it if a
Director, or alternate, approves by appoint a new
Director, or alternate by written notice.

31.2

A Director, or alternate, who was elected If a Director,
or alternate, who was elected.....

31.3

c/o Director, or alternate, shall be.....

Part 6

new By-Law 33.3

A Director who may be absent for one or more meeting(s) may send or deliver notice to the Society advising of each and every such absence(s) and shall designate his alternate to attend in his place. Notice of meetings shall then be sent to the alternate, who shall attend the meeting and act as if he were the Director.

Renumber By-Law 33.3 and By-Law 33.4 as By-Law 33.4 and By-Law 33.5

new By-Law 36.2

Alternate Board members shall have no voting rights unless said voting rights have been delegated in accordance with By-Law 33.3, but if such notice has been given, the alternate shall have the full rights and obligations of a Director as if they had been elected as Director.

Renumber By-law 36.2 as By-Law 36.3

DATED this 7th day of November, 1988.

GREENTREE VILLAGE
COMMUNITY CENTRE
ASSOCIATION

P. Mitchell
Director

A. Ross MacKay
Director

Certificate of
Incorporation
No. 13,626

HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES ON

FORM 10

SOCIETIES ACT

MARCH 31, 19 93

W. G. P. P. P.

FOR REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

SPECIAL RESOLUTION

GREEN TREE VILLAGE COMMUNITY CENTRE ASSOCIATION

The following amendments to the bylaws were adopted by the members
at the Annual General Meeting held on October 14, 1992:

1. Part 5, Clause 29 amended to read:

The number of directors shall be six (6).

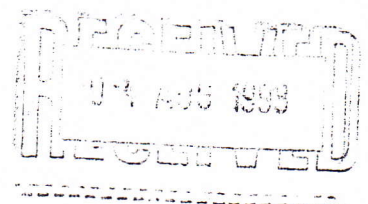
2. Part 5, Clause 30 (2) amended to read:

Each Strata Corporation member in good standing shall, by its Strata Council, appoint two members of the Society to the Board of Directors, one of whom shall be designated as an alternate, by written notice delivered to the existing Board of Directors signed by two members of its Strata Council and delivered not less than 14 days prior to each Annual General Meeting, and each director so appointed shall hold office subject to these by-laws from the date of such Annual General Meeting. The sixth director and alternate shall be a personal member and shall be elected by the personal members at the Annual General Meeting.

Dated this 16th day of December, 1992

James Gullies
Director

[Signature]
Director



FORM 10

SOCIETIES ACT

SPECIAL RESOLUTION

GREEN TREE VILLAGE COMMUNITY CENTRE ASSOCIATION

The following amendments to the bylaws were adopted by the members at the Annual General Meeting held on October 14, 1992:

1. Part 5, Clause 29 amended to read:

The number of directors shall be six (6).

2. Part 5, Clause 30 (2) amended to read:

Each Strata Corporation member in good standing shall, by its Strata Council, appoint two members of the Society to the Board of Directors, one of whom shall be designated as an alternate, by written notice delivered to the existing Board of Directors signed by two members of its Strata Council and delivered not less than 14 days prior to each Annual General Meeting, and each director so appointed shall hold office subject to these by-laws from the date of such Annual General Meeting. The sixth director and alternate shall be a personal member and shall be elected by the personal members at the Annual General Meeting.

Dated this 16th day of December, 1992

Glenn Gillies
Director

[Signature]
Director

Proposed Bylaws

Schedule “A”
SOCIETIES ACT
BYLAWS OF
GREENTREE VILLAGE COMMUNITY CENTRE ASSOCIATION

Part 1 — Definitions And Interpretation

- 1.1 In these Bylaws, unless the context otherwise requires,
- a) “Community Centre” or “Community Center” means the Greentree Village Community Centre;
 - b) “Directors” or “Board” means the Directors of the Society for the time being;
 - c) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - d) “Registered Address” of a member means that member’s address as recorded in the register of members;
 - e) “Bylaws” means these Bylaws as altered from time to time;
 - f) Words importing the singular include the plural and vice versa.

Definitions In Act Apply

- 1.2 The definitions in the Act apply to these Bylaws.

Conflict With Act Or Regulations

- 1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

Application For Membership

- 2.1.a. There shall be four classes of membership in the Society:

- i. Strata Corporation Membership—for strata corporations created pursuant to the Condominium Act of British Columbia;
 - ii. Personal Membership—for individuals who own detached dwellings in Greentree Village or who own lots in the Owners Strata Plan LMS 2165, provided that only one membership shall be granted in respect of any such dwelling or strata lot;
 - iii. Regular Membership—for individuals who own strata lots in Strata Corporation Memberships, provided that only one membership shall be granted in respect of any such strata lot; and,
 - iv. Special Membership—for individuals who are not Regular or Personal Members.
- 2.1.b. The members of the Society are the applications for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.1.c. A person or strata corporation may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member, provided that Directors shall admit the following:
- i. The Owners Strata Plan N.W. 194, the Owners Strata Plan N.W. 208, the Owners Strata Plan N.W. 603, the Owners Strata Plan N.W. .310, the Owners Strata Plan N.W. 440 and no other strata corporations as Strata Members;
 - ii. Each owner of a detached dwelling located in Greentree Village, or each owner of a lot in Owners Strata Plan LMS 2165 as a Personal Member, provided that only one membership shall be granted in respect of each such detached dwelling or strata lot;
 - iii. An owner of each strata lot in a strata corporation that is a Strata Corporation Member, provided that only one membership shall be granted in respect of each such strata lot; and,
 - iv. Special Membership as approved by the Directors at any time during the year, but such membership shall expire on the 31st day of December of the year in which it was granted. The number of Special Members admitted may be re-established from time to time as the Directors see fit.

Duties Of Member

- 2.2.a. Every member shall uphold the Constitution and comply with these Bylaws.
- 2.2.b. Membership is non-transferable.

Amount Of Membership Dues

- 2.3.a. The fiscal year of the Society shall be from January 1 to December 31. The Directors shall, not less than fourteen (14) days before the annual general meeting, deliver a copy, for approval by the Strata Corporation and Regular Members, of the budget setting forth the anticipated expenses of the Society for the next fiscal year and the anticipated income of the Society from sources other than membership fees. The budget shall include all costs properly attributable in accordance with generally accepted accounting practice, to the operation, control and maintenance of the Community Centre, including without restricting the generality of the foregoing:
- i. such insurance as the Society may affect against public liability and property damage and other casualties properly insured against, including boiler, fire and extended coverage with respect to buildings and the Community Centre;
 - ii. repairs and replacement to, and maintenance and operation of, the Community Centre;
 - iii. all furnishings;
 - iv. policing and supervision;
 - v. management;
 - vi. salaries of the Community Centre staff including contributions toward usual fringe benefits, unemployment insurance and other contributions toward usual fringe benefits;
 - vii. heating and air conditioning, if any;
 - viii. taxes;
 - ix. licenses;
 - x. amounts necessary to establish a reserve fund for contingencies or capital items in such amounts as the Directors may consider reasonable, necessary and appropriate; and,
 - xi. other similar costs and all other taxes, utilities and proper costs properly attributable to the Community Centre.
- 2.3.b. Not less than fourteen (14) days before the annual general meeting, the Directors shall deliver a copy of the proposed budget to each Strata Corporation Member and each Regular Member.
- 2.3.c. For the purposes of the Bylaw, "Total Membership" for a fiscal year means the sum of three hundred and thirty five (335), which is the total of Regular Members, and "Total Expenses" for the fiscal year means the total anticipated expenses of the Society determined in accordance with paragraph 2.3.a. with the deduction of anticipated income from Personal and Special Members fees and other sources.
- 2.3.d. The Strata Corporation Membership shall pay annual membership fees to the Society for each fiscal year as follows:

- i. The Owners, Strata Plan N. W. 194 shall pay that portion of the Total Expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 72 and its denominator the Total Membership for that fiscal year;
 - ii. The Owners Strata Plan N.W. 208 shall pay that portion of the Total Expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 40 and its denominator the Total Membership for that fiscal year;
 - iii. The Owners Strata Plan N.W 310 shall pay that portion of the Total Expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 85 and its denominator the Total Membership for that fiscal year;
 - iv. The Owners Strata Plan N.W. 440 shall pay that portion of the Total Expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 62 and its denominator the Total Membership for that fiscal year; and
 - v. The Owners Strata Plan N.W. 603 shall pay that portion of the Total Expenses for each fiscal year as shown on the budget approved by the members which has as its numerator 76 and as its denominator the Total Membership for the fiscal year.
- 2.3.e. Each Personal Member shall pay a fee prescribed by the Directors and such fee shall not be less than the fee payable by Regular Members.
- 2.3.f. Each Special Member shall pay a fee prescribed by the Directors and such fee shall not be less than the fee payable by Regular Members.
- 2.3.g. The membership fees payable as aforesaid shall be paid by the members to the Society in 12 equal consecutive monthly installments commencing on the first day of January in each fiscal year and continuing on the first day of each and every month thereafter during the fiscal year.
- 2.3.h. During any fiscal year, the Directors, in extraordinary circumstances, shall call an extraordinary general meeting to propose, by ordinary resolution, special assessments, in excess of five (5%) of the total annual budgeted expenditures, to meet:
- i. any unexpected costs necessary to the immediate or emergent safekeeping of the Community Centre; or,
 - ii. any expenses necessary to comply with law or governmental regulations.

Special Assessments shall be paid by Strata Corporation Members in the same proportions as are the regular membership fees provided in Bylaw 2.3.d. The Directors shall give immediate notice of any special assessment to each Strata Corporation Member specifying a date for payment which shall not be earlier than forty-five (45) days after the date upon which such notice is given. Special Members and Personal Members are exempt from special assessments.

Member Not In Good Standing

- 2.4.a. A member shall be deemed not to be in good standing under the following circumstances:
- i. a Strata Corporation Member shall not be in good standing if it fails to pay membership fees or special assessments or fines in accordance with these Bylaws. If a Strata Corporation Member is not in good standing, all Regular Members who own strata lots in the Strata Corporation Member shall also not be in good standing;
 - ii. a Personal Member shall not be in good standing if such member fails to pay membership fees or fines in accordance with these Bylaws; and,
 - iii. a Regular Member shall not be in good standing if the Strata Corporation Member in which such member owns a strata lot is not in good standing or if such member is in default of payment of all or any portion of payments for common expenses, penalties, fines or other sums due by such member to the Strata Corporation Member, and such default has been verified by the delivery to the Directors of a written statement signed by two members of the council of the Strata Corporation Member or written notice from the management agent of the Strata Corporation Member.
- 2.4.b. The Directors may, in their discretion, suspend the rights of any member to participate in the affairs of the Society including the right to use the Community Centre by such member and all persons claiming under the auspices of such member if:
- i. the member commits a breach of these Bylaws or any regulations made hereunder; or,
 - ii. the member is not in good standing.

The Directors shall suspend such rights of a Regular Member if a Strata Corporation Member in which such member owns a strata lot delivers to the Directors a written statement signed by two members of the Strata Council verifying that the Regular Member is in default of payment of all or any portion of payments for common expenses, penalties, or other sums due by the Regular Member to the Strata Corporation Member, in which case such suspension shall remain in effect until all such sums are paid. In all other cases, the period of suspension shall be at the discretion of the Directors.

- 2.4.c. No Regular or Strata Corporation Member may be expelled from the Society. Personal Members shall cease to be members of the Society upon giving notice in writing to the Society that they wish to cease to be members of the Society. Special Members shall cease to be members on the 31st day of December of the year in which their Special Membership was granted. The membership of all Strata Corporation Members, and Regular Members shall cease only upon the dissolution or winding up of the Society.
- 2.4.d. The Directors may, on or about September 30th of each year, levy a fine on members who are not in good standing. Such fine shall be assessed at the rate charged by the Royal Bank of Canada to its large private commercial customers in the Province of British Columbia together with two (2%) percent per annum, to be calculated monthly, not in advance, on the balance outstanding on the member's assessment account. A member shall not be reinstated as a

member in good standing unless and until all outstanding membership fees, special assessments and fines have been paid.

- 2.4.e. Every member in good standing is entitled to have guests use the recreational facilities of the Society subject to reasonable rules and regulations as to such use as the Directors may from time to time establish.
- 2.4.f. Each Personal Member in good standing and each Regular Member in good standing is entitled to have the member's immediate family, and co-owners and residents of the Member's property in Greentree Village use the recreation facilities of the Society.

Member Not In Good Standing May Not Vote

- 2.5 A voting member who is not in good standing:
 - i. may not vote at a general meeting; and,
 - ii. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination Of Membership If Member Not In Good Standing

- 2.6.a. No Regular or Strata Corporation Member may be expelled from the Society.
- 2.6.b. A Personal or Special Members' membership in the Society is terminated if the person is not in good standing for two (2) consecutive months.
- 2.6.c. Before a member of a society is disciplined or expelled the society must:
 - i. send the member written notice of the proposed discipline or expulsion, including reasons; and,
 - ii. give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.

Part 3 — General Meeting Of Members

Time And Place Of General Meeting

- 3.1.a. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
- 3.1.b. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 3.1.c. The Directors shall, on being presented with a requisition stating the purpose of the general meetings and signed by ten (10%) percent of the Regular Members in good standing, convene a general meeting. The agenda of the meeting shall include at least the items in the requisition and may include budgetary considerations.
- 3.1.d. The Directors shall, on being presented with a Regular Member's proposal, signed by at least five (5%) percent of the Regular Members in good standing, add specific issues to the agenda of the general meeting. The proposal must be received by the Society at least seven (7) days before notice of the annual general meeting is sent. The Directors have the discretion to reject the proposal if it is substantially similar to an issue that has already been voted on at a member's meeting in the previous two years.
- 3.1.e. The Directors may, whenever they deem fit, convene an extraordinary general meeting.
- 3.1.f. Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in cases of special business, the general nature of the business. The Society shall give no less than fourteen (14) days notice of a general meeting; provided that such Regular Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Notice may be given in written form or by email.
- 3.1.g. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings at the meeting.
- 3.1.h. A general meeting must be held in each calendar year at the Directors' discretion.

Ordinary Business At General Meeting

- 3.2.a. At a general meeting, the following business is ordinary business:
 - i. adoption of rules of order;
 - ii. consideration of any financial statements of the Society present to the meeting;
 - iii. consideration of the reports, if any of the Directors or auditor;
 - iv. introduction of Directors;
 - v. appointment of auditor, if any;
 - vi. business arising out of a report of the Directors not requiring the passing of a special resolution;
 - vii. approval of the proposed budget; and,
 - viii. approval of the Long Range Capital & Expense Plan.

- 3.2.b. Except as specifically provided in these Bylaws, at all meetings of the members and Directors of the Society and at all committee meetings, the then current edition of Robert's Rules of Order shall govern all procedural matters.

Notice Of Special Business

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a seasoned judgment concerning that business.

Chair Of General Meeting

- 3.4.a. An individual appointed by the Board is entitled to preside as the chair of a general meeting:
- 3.4.b. If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair then one of the Directors present at the meeting will preside as chair.
- 3.4.c. The chair of any meeting of the members of the Society shall be responsible to ensure that complete and accurate minutes of any meeting chaired by them are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the Directors of the Society in accordance with the Society Act.

Alternate Chair Of General Meeting

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum Required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum For General Meeting

- 3.7 The quorum for the transaction of business at a general meeting is twenty five (25) Regular Members, in good standing, present or represented through proxy.

Lack Of Quorum At Commencement Of Meeting

- 3.8 If within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting member is not present,
- i. in the case of a meeting convened on the requisition of Regular Members, the meeting is terminated; and,
 - ii. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases To Be Present

- 3.9 If, at any time, during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments By Chair

- 3.10 The chair of a general meeting may, or, if so directed by the voting members of the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice Of Continuation Of Adjourned General Meeting

- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order Of Business At General Meeting

- 3.12.a. The order of business at a general meeting is as follows:
- i. elect an individual to chair the meeting, if necessary;
 - ii. determine that there is a quorum;
 - iii. approve the agenda;

- iv. approve the minutes from the last general meeting;
- v. deal with unfinished business from the last general meeting;
- vi. if the meeting is an annual general meeting:
 - receive the Directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements;
 - receive the Director's report on the Long Range Capital & Expense Plan;
 - receive any other reports of Directors' activities and decisions since the previous annual general meeting;
 - introduce Directors; and,
 - appoint an auditor, if any;
- vii. deal with new business, including any matters about which notice has been given to the Regular Members in the notice of meeting;
- viii. terminate the meeting.

3.12.c. Prior to be considered by a meeting of the members, all resolutions must be proposed by a member entitled to vote at the meeting and must be seconded by another member entitled to vote at the meeting. The chair of a meeting may move, propose or second a resolution if they are also a voting member.

Methods Of Voting

- 3.13.a. A resolution put a vote at any meeting shall be decided on a show of hands unless any Regular Member demands a poll in which case it shall be by poll. If before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- 3.13.b. In any case there shall be an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which they may be entitled as a member.
- 3.13.c. Members in good standing shall have or not have voting rights as follows:
 - i. Strata Corporation Members—no vote;
 - ii. Personal Members—no vote;
 - iii. Regular Members—one vote each;
 - iv. Special Members—no vote.

Announcement Of Result

- 3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting Permitted

- 3.15.a. Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint a person (who need not be a member) as their nominee to attend, act and vote for them on their behalf at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing dated as the date executed and shall be executed by the member or their authorized agent.

Matters Decided At A General Meeting By Ordinary Resolution

- 3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Directors' Powers And Limitations

- 4.1.a. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not be these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to the provisions of:
- i. all laws affecting the Society;
 - ii. these Bylaws; and,
 - iii. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 4.1.b. No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

Number Of Directors On The Board

- 4.2. The number of Directors shall be five (5).

Appointment Of Directors

- 4.3.a. The Directors shall retire from office at their Strata Corporation Member's general meeting when their successors shall be appointed as herein provided.
- 4.3.b. Each Strata Corporation Member in good standing shall, by its Strata Council, appoint two (2) members to the Board of Directors, one of whom shall be designated as an alternate by written notice delivered to the existing Board of Directors signed by two members of its Strata Council and delivered not less than fourteen (14) days prior to each annual general meeting of the Society, and each Director so appointed shall hold office, subject to these Bylaws from the date of such annual general meeting.
- 4.3.c. A Director who was appointed at an annual general meeting of a Strata Corporation may be removed from office by special resolution.
- 4.3.d. A Director who, for any reason, ceases to be a member of the Society, shall automatically cease to be a Director of the Society and a new Director shall be appointed in accordance with this Bylaw.

Filling Casual Vacancy On The Board

- 4.4 A Strata Corporation Member may, by written notice to the Board of Directors signed by two members of its Strata Council, remove a Director appointed by it. If a Director appointed by a Strata Corporation member resigns, is removed or otherwise ceases to hold office, the Strata Corporation Member shall immediately appoint a new Director by written notice to the Board of Directors signed by two members of its Strata Council to fill the vacancy and to hold office until the next following annual general meeting.

Part 5 — Directors Meetings

Calling Directors' Meeting

- 5.1 A Director may at any time convene a meeting of the Directors.

Notice Of Directors' Meeting

- 5.2 At least two (2) days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings Valid Despite Omission To Give Notice

- 5.3 The accidental omission to give notice of a Directors' meeting to a Director; or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct Of Directors' Meeting

- 5.4.a. The Directors may meet together at such places as they think fit for dispatch of business, adjourn, and otherwise regular regulate their meetings and proceedings as they see fit.
- 5.4.b. Directors may pass a Directors' resolution without a meeting. A resolution in writing, signed by all the Directors and placed within the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
- 5.4.c. The Directors shall elect one of their members or the Property Manager, to chair all meetings of the Directors and the chairs so elected shall be responsible to ensure that complete and accurate minutes of all meetings of the Directors chaired by them are taken and forwarded to the address of the Society or to the location from time to time determined by resolution of the Directors of the Society in accordance with the Society Act.
- 5.4.d. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they deem fit. The Directors may also delegate volunteer members from Owner Strata Plan N.W. 194, the Owners Strata Plan N.W. 208, the Owners Strata Plan N.W. 310, the Owners Strata Plan N.W. 440 and the Owners Strata Plan 603 to committees, if they deem the member's skills and experience will benefit the committee's. A committee must have at least one Director sitting on it.
- 5.4.e. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done to exercise of those powers to the earliest meeting of the Directors to be held after it has been done.
- 5.4.f. For a first meeting of Directors held immediately following the appointment of a Director or Directors by a Strata Corporation Member, it is not necessary to give notice of the meeting to the newly appointed Director or Directors for a meeting to be duly constituted if a quorum of the Directors is present.
- 5.4.g. Questions arising at any meeting of the Directors or committee of the Directors shall be decided by a majority of votes cast.
- 5.4.h. In case of an equality of votes, the chair does not have a second or casting vote.
- 5.4.i. Prior to being considered by a meeting of the Directors, all resolutions must be proposed by a Director entitled to vote at the meeting and must be seconded by another Director entitled to vote at the meeting. The chair, if a Director, of a meeting may move, propose or second a resolution.

- 5.4.j. No Director appointed by a Strata Corporation Member shall be entitled to vote at meetings of the Directors if the Strata Corporation by whom such Director was appointed is not in good standing.

Part 6 — Board Positions

Election Or Appointment To Board Positions

- 6.1 Directors may be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position.
- i. president
 - ii. vice-president
 - iii. secretary
 - iv. treasurer
- 6.2 If these positions are filled their job descriptions will be as described in the Societies Act.

Part 7 — Remuneration Of Directors And Signing Authority

Remuneration Of Directors

- 7.1 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Signing Authority

- 7.2.a. A contract or other record to be signed by the Society must be signed on behalf of the Society by the president together with one other Director.
- 7.2.b. If the president is unable to provide a signature, then by the vice-president together with one other Director.
- 7.2.c. If the president and vice-president are both unable to provide signatures, then by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — Borrowing

- 8.1.a. Subject to Articles 8.1.b. and 8.1.c. in order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or

repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

- 8.1.b. No debenture shall be issued without the sanction of a special resolution.
- 8.1.c. The Regular Members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

Part 9 — Auditor

- 9.1 This part applies only where the Society is required or has resolved to have an auditor.
- 9.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
- 9.3 At each annual general meeting, the Society shall appoint an auditor to hold office until re-elected or a successor elected at the next annual general meeting.
- 9.4 An auditor may be removed by ordinary resolution.
- 9.5 An auditor may be informed forthwith in writing of appointment or removal.
- 9.6 No Director, employee or member of the Society shall be an auditor.
- 9.7 The auditor may attend general meetings.

Part 10 — Notice To Members

- 10.1 A notice may be given to a member, either personally, by mail or email to the member's registered street or email addresses.
- 10.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that it was addressed and put in a Canadian post office receptacle. Email shall be deemed to have been given the same day it was sent.
- 10.3.a. Notice of a general meeting shall be given to:
 - i. every Regular Member and Strata Corporation Member as shown on the register of members on the day notice is given; and,
 - ii. the auditor, if Part 9 applies.
- 10.3.b. No other person is entitled to receive a notice of general meeting.

Part 11 — Bylaws

- 11.1 On being submitted to membership, each member is entitled to and the Society shall give such member, without charge, a copy of the Constitution and Bylaws of the Society.
- 11.2 These Bylaws shall not be altered or added to except by special resolution.

Part 12 — Grievances

12. Where any member objects to the manner in which the affairs of the Society are being conducted or to the manner or method of management and administration of the Community Centre such member may give the Directors a written notice setting forth the particulars of their objection. The objection shall then be considered at the next meeting of Directors, and the member in question shall be entitled to appear at such meeting to make oral representations, consuming not more than 15 minutes of time, regarding the objection. The member shall only be entitled to be present at that portion of the meeting during which the objection is discussed. The Directors shall, either orally, at the meeting, by letter or email within fourteen (14) days after the meeting advise the member of their response to the objection.