

FORM 10
(Sections 66 and 67)

Certificate of
Incorporation No.

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of
a special resolution* passed
~~an ordinary resolution~~
~~a directors' resolution~~

in accordance with the by-laws of the Society on the 11 day of SEPTEMBER, 19 91.

"RESOLVED THAT A SPECIAL RESOLUTION TO RESCIND THE OLD BYLAWS OF JANUARY 1972 AND REPLACE WITH THE NEW BYLAWS AS CIRCULATED TO THE MEMBERS TWO WEEKS AGO.

Dated the 17th day of OCTOBER, 19 91

1209-98000
FILED AND REGISTERED
DEC 19 1991
REGISTRAR OF COMPANIES

PROSPECT LAKE DISTRICT
COMMUNITY ASSOCIATION
(Name of Society)

by H. M. Bridge
(Signature)

VICE PRESIDENT
(Relationship to Society)

* Strike out words which do not apply.

[NOTE—(a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send in duplicate to the Registrar of Companies, Victoria, together with \$10 Certification Fee.]

BYLAWS OF THE PROSPECT LAKE DISTRICT COMMUNITY ASSOCIATION

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the association for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the association are the applicants for incorporation of the association, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Membership in the association shall be open to persons age eighteen or over as follows:
 - (a) Active members are voting members and consist of persons who have applied to the directors for membership and are residents of or property owners in the Prospect Lake district;
 - (b) Associate members are non-voting members and consist of persons not resident of nor property owners in the Prospect Lake district who have paid the current year's dues;
5. A person shall cease to be a member of the association:
 - (a) On death;
 - (b) On being expelled, or
 - (c) On having been a member not in good standing for twelve consecutive months.

6. A member may be expelled by a special resolution of the members passed at a General Meeting.
7. Every member shall uphold the constitution and comply with these bylaws.
8. The annual membership dues shall be determined at the annual general meeting and due as at that date.
9. All members are in good standing except a member who has failed to pay his annual membership fee. Members not in good standing are not entitled to exercise the rights and privileges of a member so long as the fee remains unpaid.

Part 3 - Meetings of Members

10. Meetings of the association shall be held on the second Wednesday of each month or monthly at the time and place, in accordance with the Society Act, that the directors decide.
11. The president or any three (3) directors may, when he or they think fit, convene a meeting.
12. (1) Notice of a meeting shall specify the place, day and hour of meeting;
(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.
13. The annual general meeting of the association shall be held each October in every calendar year or as soon thereafter and at the time and place that the directors decide.

Part 4 - Proceedings at Meetings

14. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present.
(2) If at any time during a 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 twelve (12) active members of the association except where a special resolution is to be voted on, in which case the quorum shall be twenty-five (25) active members present.
15. If within thirty (30) minutes from the time appointed for a 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

date of the next regularly scheduled meeting, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

16. Subject to bylaw 19, the president of the association, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a meeting.

17. If at a meeting

- (a) there is no president, vice president or other director present within fifteen (15) minutes after the time appointed for holding the meeting or
- (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

18. A 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.

19. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

20. (1) An active member present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, unless a majority of the active members present are in favour of a secret ballot.

(3) Voting by proxy is not permitted.

21. A corporate 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 association.

Part 5 - Directors and Officers

22. (1) The directors may exercise all the powers and do all the acts and things that the association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the association in a meeting, but subject, nevertheless, to

- (a) all laws affecting the association;
- (b) these bylaws; and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the association in a meeting.

(2) No rule, made by the association in a meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

23. (1) The president, vice president, secretary, treasurer and immediate past president and one or more other persons shall be the directors of the association.

(2) The number of directors shall be ten (10) or a greater number determined from time to time at an annual general meeting.

24. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by secret ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

25. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the association, but is eligible for re-election at the meeting.

(3) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

26. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

27. 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 by him while engaged in the affairs of the association.

Part 6 - Proceedings of Directors

28. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes

after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

29. (1) The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and other persons as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.

30. The directors shall appoint or the committee shall elect a chairman of its meetings.

31. The members of a committee may meet and adjourn as they think proper.

32. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

(3) The president shall be ex-officio a member of all committees.

33. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

34. 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.

Part 7 - Duties of Officers

35. (1) The president shall preside at all meetings of the association and of the directors and shall report any matter which, in his judgment, may be of importance or benefit to the association.

(2) The president is the chief executive officer of the association and shall supervise the other officers in the execution of their duties.

36. The vice president shall carry out the duties of the president during his absence.

37. The secretary shall

(a) conduct the correspondence of the association;

(b) issue notices of meetings of the association and directors;

- (c) keep minutes of all meetings of the association and directors;
- (d) have custody of all records and documents of the association except those required to be kept by the treasurer;
- (e) have custody of the common seal of the association; and
- (f) maintain the register of members.

38. The treasurer shall

- (a) keep the financial records, including books of account, necessary to complete with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

39. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 - Seal

40. The directors may provide a common seal for the association and may destroy a seal and substitute a new seal in its place.

41. 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 the president and secretary or president and secretary treasurer.

Part 9 - Borrowing

42. In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

43. No debenture shall be issued without the sanction of a special resolution.

44. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Winding-Up and Dissolution

45. On winding-up and dissolution of the association, the assets shall be paid, transferred and delivered, after all debts have been paid or provision for payment has been made, as directed by special resolution of the members upon the condition that the assets be held and/or used in a manner consistent with the objects of the association.

Part 11 - Notices to Members

46. A notice may be given to a member, either personally or by mail to him at his registered address or in such other fashion as the directors decide.
47. 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 the notice was properly addressed and put in a Canadian post office receptacle.
48. (1) Notice of a meeting shall be given to every member shown on the register of members on the day notice is given.
- (2) No other person is entitled to receive a notice of meeting.

Part 12 - Bylaws

49. These bylaws shall not be altered or added to except by special resolution.