

SOCIETY ACT

BYLAWS

of the

HEMLOCK VALLEY HOMEOWNERS ASSOCIATION

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

PART 1 - INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society 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 society are the applicants 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.
4.
 - (1) A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
 - (2) An applicant for membership, otherwise qualified under the society Act and these bylaws and having had his application for membership rejected by the directors, may have his application accepted by an ordinary resolution of the members.
5. Every member shall uphold the constitution and comply with these bylaws.
6.
 - (1) The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
 - (2) Annual membership dues will be for the calender year.
7.
 - (1) A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of an appointee of a corporation on dissolution of the corporation;
 - (c) on being expelled, or;
 - (d) on having been a member not in good standing for 12 consecutive months.
 - (2) A person shall cease to be a voting member of the society and shall become an associate member of the society upon ceasing to be a registered owner of residential property in Hemlock Valley or in the case of the authorized appointee of a corporation when the corporation ceases to be a registered owner of residential property in Hemlock Valley.

8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

PART 3 _ CLASSIFICATION OF MEMBERS

10. An "Individual Member" shall
 - (a) be a person 19 years of age or older, and
 - (b) be the registered owner of either developed or undeveloped residential property or multiple residential properties in Hemlock Valley;
 - (c) have one (1) vote at all general meetings of the society;
 - (d) be eligible to hold office or be a director of the society.
11. A "Corporate Member" shall
 - (a) be a person 19 years of age or older, and
 - (b) be authorized in writing to be the sole representative for a corporation who is the registered owner of either developed or undeveloped residential property or multiple residential properties in Hemlock Valley;
 - (c) have one (1) vote at all general meetings of the society;
 - (d) be eligible to hold office or be a director of the society.
 - (e) pay dues at the same rate as an individual member.

12. A "Group Member" shall

- (a) be a person 19 years of age or older, and
- (b) be the registered owner of either developed or undeveloped residential property or multiple residential properties in Hemlock Valley as joint tenant with a person who is an individual member of the society, and
- (c) have the same mailing address as the individual member identified in 12 (b) and will share mail in common with that individual member;
- (d) have one (1) vote at all general meetings of the society;
- (e) is eligible to hold office or be a director of the society;
- (f) pay less dues than an individual member to reflect the fact that stationary and mailing costs are reduced.

13. An "Associate Member" shall

- (a) be a person 19 years of age or older, and
- (b) is not an individual member, a corporate member or a group member;
- (d) have no vote on the affairs of the society, nor be eligible to hold office or be a director of the society;
- (e) pay dues at the same rate as either an individual member or a group member depending on the level of service provided.

14. An "Honourary Member" shall

- (a) be any individual, association, or organization which the society wishes to honour in a special manner in consideration of its outstanding contribution to the aims of the society;
- (b) have no vote on the affairs of the society nor be eligible to hold office or be a director of the society;
- (c) be nominated by an individual member by submitting, in writing, to the Board of Directors, a brief reason for the nomination;
- (d) be granted membership by a special resolution at a general meeting;
- (e) pay no dues.

15. Individual members, corporate members and group members shall be known as "voting members".

PART 4 - MEETINGS OF MEMBERS

16. General meetings of the society shall be held at such time and place, in accordance with the Society Act as the directors decide.
17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
18. The directors may, whenever they think fit, convene an extraordinary general meeting.
19.
 - (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.
 - (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.
20.
 - (1) The first annual general meeting of the society shall be held not more than 7 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
 - (2) Subject to subsection (1), there shall be an annual general meeting of the society during the last month of the scheduled skiing season at Hemlock Valley of every calendar year.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

21. Special business is
 - (a) all business at an extraordinary general meeting except the adoption on 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, and;
 - (vii) the other business that, under these bylaws, 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.
22. (1) No business, other than the election of a chairman 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 10% of the total voting members in good standing but shall not be less than 3 members.
23. 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.
24. Subject to bylaw 25, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

25. If at a general meeting:

- (a) there is no president, vice-president, or other director present within 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;
- (c) the members present shall choose one of their number to be chairman.

26. (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) Where 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 bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

27. (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.

28. (1) A voting member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

29. A corporation may vote by its authorized representative, who has been admitted to membership in accordance with the provisions of bylaw 11 and provided that the representative is a member in good standing.

PART 6 - DIRECTORS AND OFFICERS

30. (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 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
- (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, 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 the rule had not been made.
31. (1) The president, vice president, secretary, treasurer and the past president shall be the executive officers of the society.
- (2) The directors of the society shall be the executive officers and the subdivision area representatives.
 - (3) The number of directors shall be 10 or a greater number determined from time to time at a general meeting.
 - (4) The subdivision area representatives shall be elected from a predefined area within the subdivisions as may be determined appropriate from time to time at a general meeting and only members from within that area may vote for that subdivision area representative.
 - (5) Directors shall be voting members of the society and shall cease to be directors upon ceasing to be voting members.
32. (1) The directors shall retire from office at each 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 ballot.
 - (4) If no successor is elected the person previously elected or appointed continues to hold office.

33. (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 society, but is eligible for re-election at the meeting.
34. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
35. 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.
36. 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 society.

PART 7 - PROCEEDINGS OF DIRECTORS

37. (1) The directors may meet together at such places as they think fit for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that they shall not meet less frequently than once every three months.
- (2) The directors may from time to time fix the quorum necessary for the transaction of 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 any meeting the president is not present within 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.

38. (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.
39. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. 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.
42. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, facsimile or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of directors shall be sent to that director, and;
- (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
43. (1) Questions arising at any 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.

- 44. 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.
- 45. 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 8 - DUTIES OF OFFICERS

- 46. (1) The president shall preside at all meetings of the society and of the directors.
 - (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 47. The vice president shall carry out the duties of the president during his absence.
- 48. The secretary shall
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society, and;
 - (f) maintain the register of members.
 - (g) file annual reports with the Register of Companies in Form 11 as set out in Section 68 ((1) and (2)) of the Society Act
- 49. The treasurer shall
 - (a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and;
 - (b) render financial statements to the directors, members and others when required; and
 - (c) deposit all monies received by the society in a Chartered Bank or Credit Union.

50. (1) The offices of secretary and treasurer may be held by one person who shall be known as secretary treasurer.
- (2) When a secretary treasurer holds office the total number of directors shall not be less than 10 or the greater number that may have been determined pursuant to bylaw 31 (3).
51. The subdivision area representative shall
- (a) be responsible for presenting the views of his region;
 - (b) act as a liaison between the members of his subdivision area and the Board of Directors.
52. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 9 - SEAL

53. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
54. 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 10 - BORROWING

55. 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.
56. No debenture shall be issued without the sanction of a special resolution.
57. 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 11 - AUDITOR

58. This part applies only where the society is required or has resolved to have an auditor.
59. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
60. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
61. An auditor may be removed by ordinary resolution.
62. An auditor shall be informed forthwith in writing of appointment or removal.
63. No director and no employee of the Society shall be auditor.
64. The auditor may attend general meetings.

PART 12 - NOTICE TO MEMBERS

65. A notice may be given to a member, either personally or by mail to him at his registered address.
66. 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.
67. (1) Notice of a general meeting shall be given to
 - (a) every member shown on the register of members on the day the notice is given, and;
 - (b) the auditor, if Part 11 applies.(2) No other person is entitled to receive a notice of general meeting.

PART 13 - TERMINATION OF
EXISTENCE

68. (a) In the event that the society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to any other registered society or community group with similar purposes as the Hemlock Valley Homeowners Association or recognized charitable organization in the province of British Columbia or elsewhere in Canada as may be determined by the members of the society at the time of winding up or dissolution.
- (b) The provision for distribution of assets on winding up or dissolution as set out in (a) is unalterable.

PART 14 - BYLAWS

69. On being admitted to a membership, a member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
70. These bylaws shall not be altered or added to except by special resolution.

Dated: August 4, 1992

WITNESSED:

P. Barry Cavens
Signature P. BARRY CAVENS
Full Name 22062 123 Ave
Address Maple Ridge BC V2X 4C6

Tim Pollock
Signature TIM POLLOCK
Full Name 302-1110 HOWIE AVE
Address COQUITLAM BC

APPLICANTS FOR INCORPORATION:

Tim Pollock
Signature TIM POLLOCK
Full Name 302-1110 HOWIE AVE
Address COQUITLAM, BC

P. Barry Cavens B. CAVENS
Signature P. BARRY CAVENS
Full Name 22062 -123 Ave
Address Maple Ridge BC
V2X 4C6

HEMLOCK VALLEY HOMEOWNERS ASSOCIATION

WITNESSED:

Richard James Mazur
Signature
Richard James Mazur
Full Name
6011 Sunwood Drive, Delta, B.C.
Address

Richard James Mazur
Signature
Richard James Mazur
Full Name
6011 Sunwood Drive, Delta, B.C.
Address

Richard James Mazur
Signature
Richard James Mazur
Full Name
6011 Sunwood Drive, Delta, B.C.
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Address

APPLICANTS FOR INCORPORATION:

Peter E. Walcott
Signature
PETER E. WALCOTT
Full Name
605 Rutland Court
Address
COquitlam, B.C. V3J 3T8

Marie Mackie
Signature
Marie Mackie
Full Name
7773 Burgess St
Address
Burnaby BC V3N 3J1

George Gur
Signature
GEORGE GUR
Full Name
1837 1604 ST. SURREY
Address

Frank L. Gruen
Signature
FRANK L. GRUEN
Full Name
2516 ARWIDE LANE, COQ V3K 1S8
Address

Darrell Kippin
Signature
DARRELL KIPPIN
Full Name
11078 WREN CRES
Address
SURREY B.C.

David H. H. H. H.
Signature
DAVID H. H. H. H.
Full Name
7535-115th St Delta
Address

FORM 4
SOCIETY ACT

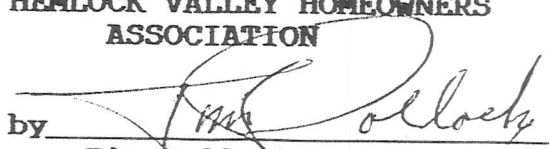
LIST OF FIRST DIRECTORS OF
HEMLOCK VALLEY HOMEOWNERS ASSOCIATION

1. P. Barry CAVENS.....22062 - 123rd Avenue
Maple Ridge, B.C. V2X 4C6
Phone 467-3435
2. Frank GRUEN.....2516 Arundel Lane
Coquitlam, B.C. V3K 5R8
Phone 937-0608
3. Robin KING.....32344 Slocan Drive
Clearbrook, B.C. V2S 1M3
Phone 850-6714
4. Darrell W. KIPPIN.....11078 Wren Crescent
Surrey, B.C. V3R 5A2
Phone 588-4676
5. Ingo LANGE.....825 - 2nd Street
New Westminster, B.C. V3L 2N4
Phone 526-8996
6. Valerie MAZUR.....6011 Sunwood Drive
Delta, B.C. V4E 2Y7
Phone 594-6102
7. Timothy J. POLLOCK.....302 - 1110 Howie Avenue
Coquitlam, B.C. V3J 1V1
Phone 939-8166
8. Peter E. WALCOTT.....605 Rutland Court
Coquitlam, B.C. V3J 3T8
Phone 939-0383
9. Linton R. WALLIN.....7270 Prasmont Place
R.R. #2, Comp 10
Agassiz, B.C. VOM 1A0
Phone 796-9414
10. Tyrone WHITE.....314B - 21000 Enzian Way
Box 17, Site 2, R.R #1
Agassiz, B.C. VOM 1A0
Phone 797-4466

Dated August 4, 1992

HEMLOCK VALLEY HOMEOWNERS
ASSOCIATION

by


Tim Pollock, President

FORM 5
SOCIETY ACT

NOTICE of ADDRESS of SOCIETY

To the Registrar of Companies,
940 Blanchard Street
Victoria, B.C. V8W 3E6

The address of the society is:

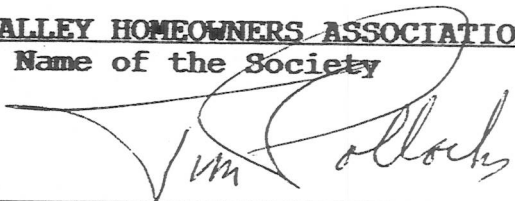
302 - 1110 Howie Avenue
Coquitlam, B.C.
V3J 1V1
Phone 939-8166

.....until the day after the next Notice
of Address of the Society is filed by the society.

Dated August 4, 1992.

HEMLOCK VALLEY HOMEOWNERS ASSOCIATION
Name of the Society

Signed by


Tim Pollock, President