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Our File: 26581-2

August 4, 2017

Hemlock Valley Homeowners Association
P.O. Box 3363
Mission, BC V2V 4J5

Attention: Brian Murphy

Dear Mr. Murphy:

**Re: Hemlock Valley Homeowners Association (the "Society")
*Transition into the New British Columbia Societies Act (the "Act")***

Further to our letter of March 24, 2017 and subsequent correspondence with Ms. Erna Brkich, Treasurer of the Society, we have prepared and enclose the following documents required to transition the Society under the Act for signature and return to our office:

1. Directors Resolution approving the transition application;
2. Special Resolution of the Members approving the transition application;
3. Statement of Directors and Registered Office.

(Collectively the "Transition Application")

Please arrange to have these documents signed and returned to us for filing with the Registrar of British Columbia and for insertion in the Society's Records Book.

Please be advised that if the Society fails to file the Transition Application and electronic format of Bylaws, Constitution and Statement of Directors and Registered Office with the Registrar of British Columbia within two years of the coming into force of the Act, the Registrar may dissolve the Society. The Act came into force on November 28, 2016 and the Transition Application must be filed before November 28, 2018.

We would caution you to ensure the filing of the Transition Application and the alteration to its Bylaws will not constitute a breach or contravention of any security agreement or other, contracts, agreements or records the Society may be a party to. If the Society is a creditor or a lessee changes to the Society's Bylaws may be prohibited by a security agreement, lease, or other governing record. If any of these examples apply to the Society, we would recommend that you obtain the written consent of such creditor, landlord or such other party that is applicable. Please contact us so that we may review such requirements with you.

We now enclose our account for services rendered in relation to preparation of the Transition Application and filing same with the Registrar of British Columbia. For your convenience, you can pay your account by credit card by going to our website under the payment section, <http://app.rdmlawyers.com/public/payment>. You can also visit our office and pay by credit card or debit card, or mail a cheque to our office.

Further to Ms. Brkich's discussion with Breanna Takasaki of our office, we confirm the Directors Resolution and Special Resolution of the Members approving the Transition Application must be presented for approval at the Society's AGM which is scheduled for August 19, 2017. Once the motion is approved, then Mr. Murphy and Mr. Mazur may sign off on the resolutions allowing RDM Lawyers LLP to complete the filing of the Transition Application on behalf of the Society.

Once the Society has held its AGM, as usual, we ask that you please send us the following documents in order that we may prepare the Annual Report for the 2017 year:

1. Annual General Meeting minutes (2017);
2. Current list of directors and officers, including their residential addresses;
3. Financial statements; and
4. Any resolutions or motions that may have been passed since your last AGM for filing in the records book.

(Collectively the "Annual Report Materials")

Please note the 2017 Annual Report must be prepared and filed before the Society can transition into the Act. We request that you return the Annual Report Materials at an early date in order that we can maintain the Society's good standing.

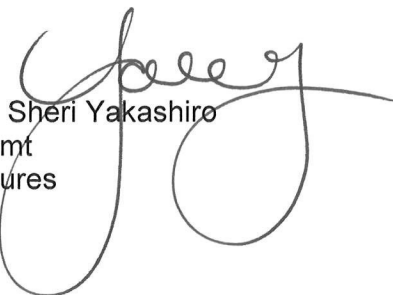
Please sign and return the enclosed Transition Application documents along with payment of our account and the requested Annual Report Materials as soon as possible in order that we may attend to preparing the Annual Report and filing the Transition Application.

If you have any questions or would like to meet to discuss any of the provisions of the Act and how they may benefit the Society, please do not hesitate to contact us

Yours truly,

RDM LAWYERS LLP

Per:



Sheri Yakashiro

SMY/bmt
Enclosures



YOUR LAWYERS FOR LIFE

IN ACCOUNT WITH
RDM Lawyers LLP
BARRISTERS AND SOLICITORS

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Hemlock Valley Homeowners Association

P.O. Box 3363
Mission, BC V2V 4J5

Invoice Date: August 4, 2017
Invoice Number: 141912
Our File Number: 26581-2

RE: Hemlock Valley Homeowners Association / Society Matters

TO PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE MATTER, INCLUDING:

08/04/2017 To receipt of instructions from client; various e-mail correspondence and telephone calls with client; review of Bylaws and Constitution of the Society; prepare Directors Resolution authorizing the preparation and filing of the Transition Application with the Registrar of British Columbia; prepare Special Resolution of the Members authorizing the filing of the Transition Application; prepare Transition Application and Statement of Directors and Registered office; to filing the Transition Application with the Registrar of British Columbia and uploading the electronic format of Bylaws, Constitution and Statement of Directors and Registered Office; receipt of Certified Documents from the Registrar of British Columbia; filing same in the Society's records book; reporting to client and all ancillary matters incurred hereto.

TO OUR FEE HEREIN: \$525.00

PST on Fees: \$36.75
GST on Fees: \$26.25

OTHER CHARGES

Photocopies 25.00
RDM Agent's Fee - Taxable - File Transition 45.00
Technology Charge 20.00

TOTAL OTHER CHARGES: \$90.00

PST on Other Charges: \$6.30
GST on Other Charges: \$4.50

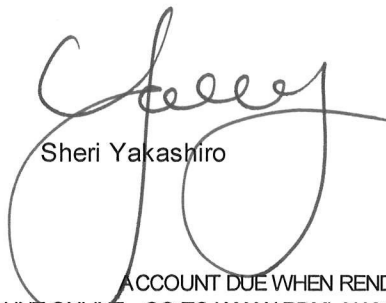
Total PST:	\$43.05
Total GST (#121532402 RT):	\$30.75

THIS IS OUR TOTAL ACCOUNT HEREIN:

\$688.80

RDM LAWYERS LLP

PER:



Sheri Yakashiro

SMY/bmt
E. & O.E.

ACCOUNT DUE WHEN RENDERED
PAY YOUR ACCOUNT ONLINE - GO TO WWW.RDMLAWYERS.COM AND SELECT "PAYMENT"
INTEREST OF 24% PER ANNUM WILL BE CHARGED ON ACCOUNTS OVER 30 DAYS
THIS ACCOUNT MAY NOT CONTAIN ALL DISBURSEMENTS INCURRED
TO DATE OF BILLING, IN WHICH CASE A FURTHER ACCOUNT MAY FOLLOW

Thank you for choosing RDM Lawyers LLP

**DIRECTORS RESOLUTIONS
OF
HEMLOCK VALLEY HOMEOWNERS ASSOCIATION**

(the "Society")

WHEREAS:

- A. The Society must file a transition application with the Registrar of British Columbia pursuant to section 240(1) of the *Societies Act* (the "Act") that includes:
- (a) an electronic format of the existing Constitution of the Society pursuant to section 240(2)(a) of the Act;
 - (b) a consolidated electronic format of the Bylaws of the Society pursuant to section 240(2)(b) of the Act; and
 - (c) an electronic statement of directors and registered office for the Society that sets out the full name and address of each director along with the delivery address and mailing address of the Registered office of the Society pursuant to section 240(2)(a) of the Act.

(Collectively the "Transition Application")

RESOLVED THAT:

1. A Transition Application be prepared and submitted to the Members of the Society for approval and filing as required by section 240(1) of the Act;
2. Any one director or officer of the Society is authorized to execute the Transition Application on behalf of the Society; and
3. Subject to the deposit of this resolution at the Society's records office and approval by the Members of the Society, the solicitors for the Society, namely RDM Lawyers LLP, are authorized and directed to electronically file the Transition Application with the Registrar of British Columbia.

These resolutions may be signed in as many counterparts as may be necessary and may be sent by telecopy (facsimile), telex or other means of electronic communications producing a printed copy, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date set forth below.

Effective date: August 19, 2017

NANCY EVANS

VAL MAZUR

BRIAN MURPHY

MARTY McKINNEY

CARRIE MURPHY

MARIE MACKIE

ERNA BRKICH

ROB WEISS

RICK MAZUR

DIANA NACER

THERESE GRZESIOK

DAVE NICKEL

BOB WILLIAMS

**SPECIAL RESOLUTION OF THE MEMBERS
OF
HEMLOCK VALLEY HOMEOWNERS ASSOCIATION
(the “Society”)**

WHEREAS:

- A. The Directors of the Society have determined that it is in the best interests of the Society to file a transition application with the Registrar of British Columbia pursuant to section 240(1) of the *Societies Act* (the “Act”) that includes:
- (a) an electronic format of the existing Constitution of the Society pursuant to section 240(2)(a) of the Act;
 - (b) a consolidated electronic format of the Bylaws of the Society pursuant to section 240(2)(b) of the Act; and
 - (c) an electronic statement of directors and registered office for the Society that sets out the full name and address of each director along with the delivery address and mailing address of the Registered office of the Society pursuant to section 240(2)(a) of the Act.

(Collectively the “Transition Application”)

RESOLVED AS A SPECIAL RESOLUTION, THAT:

1. The existing Constitution of the Society attached hereto as Schedule “A” be filed with the Registrar of British Columbia in an electronic format as prescribed by section 240(2)(a) of the Act.
2. The existing Bylaws of the Society be filed with the Registrar of British Columbia in a consolidated electronic format as prescribed by section 240(2)(b) of the Act, and the form of Bylaws attached hereto as Schedule “B” be adopted as the Bylaws of the Society in substitution for, and to the exclusion of the existing Bylaws of the Society.
3. An electronic statement of directors and registered office for the Society that sets out the full name and address of each director along with the delivery address and mailing address of the Registered office of the Society be filed with the Registrar of British Columbia pursuant to section 240(2)(a) of the Act.
4. RDM Lawyers LLP be appointed as the Society’s agent to electronically file the Transition Application with the Registrar of British Columbia through Societies Online.
5. The Chairman and any one or more of the Directors of the Society are hereby authorized by the Members of the Society to carry out all acts, deeds and things and execute, under the seal of the Society or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution of the Society as set out in the attached Schedules “A” and “B”; and

6. These resolutions may be signed in as many counterparts as may be necessary and may be sent by telecopy (facsimile), telex or other means of electronic communications producing a printed copy, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date set forth below.

Chairman: Brian Murphy, President

Director: Rick Mazur, Vice President

Schedule "A"

Constitution

Society Act
Constitution
of the
Hemlock Valley Homeowners Association
(the “Society”)

1. The name of the society is:

HEMLOCK VALLEY HOMEOWNERS ASSOCIATION

2. The purposes of the society are:

- (a) To promote, support and protect the status rights and interests of persons owning residential property in the Hemlock Valley recreational area;
- (b) To secure improvements in the interest of the residential property owners in the Hemlock Valley recreational area;
- (c) To concern itself with the performance of public bodies and agencies;
- (d) To work with public bodies and agencies to enhance the recreational experience of persons owning residential property in the Hemlock Valley recreational area.
- (e) To work with the operators of the recreational and commercial facilities to enhance the recreational experience of persons owning residential property in the Hemlock Valley recreational area;
- (f) To seek support and assistance from persons and organizations (public, private and professional) interested in the promotion and development of the aims consistent with the society as outlined in 2 (a), (b), (c), (d) and (e)).
- (g) To promote, develop and foster a strong community spirit and good citizenship.

Schedule "B"

Bylaws

Society Act
Bylaws
Of the
Hemlock Valley Homeowners Association
(the “Society”)

Here set forth, in numbered causes, 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 calendar 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 for 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 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 (1) vote at all general meeting 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 "Associated 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;
- (c) have no vote on the affairs of the society, nor be eligible to hold office or be a director of the society;
- (d) pay dues at the same rate as either an individual member or a group member depending of 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, and 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.

PART 5 – PROCEEDING AT GENERAL MEETING

21. Special business is

(a) all business at an extraordinary general meeting except the adoption of rules of order;

(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;

(vii) the other business that, under these bylaws, ought 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 an agreed upon date, time and location.

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 of the other directors present are unwilling to act as chairman;
- (c) the members present shall choose one of their member 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 day 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) rule, 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) 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 continue 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 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 money 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 the bylaw 31 (3).

51. 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

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

53. 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

54. 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.

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

56. 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

57. This part applies only where the society is required or has resolved to have an auditor.

58. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

59. 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.

60. An auditor may be removed by ordinary resolution.

61. An auditor shall be informed forthwith in writing of appointment or removal.

62. No director and no employee of the Society shall be auditor.

63. The auditor may attend general meetings.

PART 12 – NOTICE TO MEMBERS

64. A notice may be given to a member, either personally or by mail to him at his registered address.

65. 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.

66. (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

67. (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

68. 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.

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

**STATEMENT OF DIRECTORS
OF
HEMLOCK VALLEY HOMEOWNERS ASSOCIATION**

Full Name	Residential Address	Date Appointed
Rob Weiss	24232 - 103A Avenue Maple Ridge, BC V2W 0E4	Mar 30, 2004
Val Mazur	6011 Sunwood Drive Delta, BC V4E 2Y7	Nov 6, 2006
Nancy Evans	46820 Sakwi Creek Road Agassiz, BC V0M 1A1	Nov 8, 2006
Brian Murphy	18840 Ford Road Pitt Meadows, BC V3Y 1W1	Aug 6, 2008
Marty McKinney	11520 Seahurst Road Richmond, BC V7A 3P2	Aug 6, 2008
Carrie Murphy	18840 Ford Road Pitt Meadows, BC V3Y 1W1	Mar 27, 2010
Marie Mackie	7773 Burgess Street Burnaby, BC V3N 3J1	Mar 31, 2012
Erna Brkich	9269 - 117A Street Delta, BC V4C 6E2	Mar 30, 2013
Rick Mazur	6011 Sunwood Drive Delta, BC V4E 2Y7	Mar 29, 2014
Diana Nacer	1987 West 14th Avenue Vancouver, BC V6J 2K1	Jul 18, 2015
Therese Grzesiok	20876 Sakwi Creek Road Agassiz, BC V0M 1A1	Aug 27, 2016
Dave Nickel	137 Rickman Drive New Westminster, BC V3L 4P8	Aug 27, 2016
Bob Williams	11927 Sunwood Place Delta, BC V4E 2X6	Aug 27, 2016

**STATEMENT OF REGISTERED OFFICE
OF
HEMLOCK VALLEY HOMEOWNERS ASSOCIATION**

Mailing Address	c/o RDM Lawyers LLP 33695 South Fraser Way Abbotsford, BC V2S 2C1
Delivery Address	c/o RDM Lawyers LLP 33695 South Fraser Way Abbotsford, BC V2S 2C1

CERTIFIED CORRECT -- I have read this form and found it to be correct Signature of a current Director, Officer, or Society Solicitor		DATE SIGNED YYYY / MM / DD
Brian Murphy, President	X	