

  
CAROL PREST

## BYLAWS

### PART 1 – INTERPRETATION

- 1.1 (1) In these bylaws, unless the context otherwise requires,
- “directors”** means the directors of the Society for the time being;
- “Society Act”** means the *Society Act of British Columbia* from time to time in force and all amendments to it;
- “Registered address”** of a member means the member’s 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.
- 1.2 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 – MEMBERS

- 2.1. The members of the Society are those persons who have applied to become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person who is qualified to become a member as hereinafter set out may apply to the directors for membership in the Society and on acceptance by the Directors, is a member.
- 2.3 Every member must uphold the constitution and comply with these bylaws.
- 2.4. The amount of the annual membership dues will be determined by the directors.
- 2.5. A person ceases to be a member of the Society
- (a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 3 consecutive months.
  - (e) on selling their share in Spider Lake Springs Holdings Inc.

- 2.6. (1) A member may be expelled by a special resolution of the members passed at a general meeting
- (2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7. All members are in good standing except a member:
  - (a) who has failed to pay his or her current annual membership fee within 90 days after it is due
- 2.8. In order to hold membership in the Society a person must:
  - (a) be a shareholder of Spider Lake Springs Holdings Inc.; and
  - (b) be entitled to a beneficial interest in and to one of the three hundred and ten developed recreational sites at Spider Lake Springs.
- 2.9. An individual or corporation who owns more than one Class B Common Share in the capital of Spider Lake Springs Holdings Inc. and more than one beneficial interest in the land shall not hold more than one membership in the Society.
- 2.10. In the event a Class B common share in the capital of Spider Lake Springs Holdings Inc. and the associated beneficial interest in and to the Lands of the Company are owned by more than one person and/or corporation, only one of the co-owners of such a share and beneficial interest may be entitled to membership in the Society; Provided however, in the event two or more persons are co-owners of more than one share, an individual co-owner may be designated to become a member of the Society for each share that the said co-owners own.
- 2.11. The number of memberships in the Society shall be limited to three hundred and ten (310).

### **PART 3 – MEETINGS OF MEMBERS**

- 3.1 General meetings of the Society must be held at the time and place, in accordance with the *Society Act*, as the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 (1) Notice of a general meeting must 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 notices does not invalidate proceedings at that meeting.

- 3.5. The directors shall, upon receipt of a written request delivered to the Secretary of the Society and signed by not less than thirty-one (31) Members, or 10% of the Members in good standing, whichever is less, convene an extraordinary meeting of the Members.

## PART 4 – PROCEEDINGS AT GENERAL MEETINGS

### 4.1. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and,
- (b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules or 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 other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2. (1) Business, other than election of a chair and the adjournment or termination of the meeting, must not 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 must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is twenty (20) members present or such greater number as the members may determine at a general meeting.

- 4.3. 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, must be terminated, but in any other case, it must 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.

- 4.4. Subject to Bylaw 19, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present must preside as chair of a general meeting.
- 4.5. 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 other Directors present are unwilling to act as the Chair, the members present must choose one of their number to be the chair.
- 4.6. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 10 days or more, notice of the adjourned meeting must 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 conducted at an adjourned general meeting.
- 4.7. (1) A resolution proposed at a meeting must be seconded. The person Chairing a meeting may not move or propose a resolution.
- (2) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 4.8. (1) A member in good standing present at a meeting of the members is entitled to one vote.
- (2) voting at a general meeting shall be by a display of voting cards issued to qualified members
- (3) Voting by proxy shall be permitted as hereinafter set out in part 13.
- 4.9. 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 must be considered as a member for all purposes with respect to a meeting of the Society.

## PART 5 –DIRECTORS MEETINGS

- 5.1. (1) The Directors may meet at the places as they think fit to conduct 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 conduct business, and unless so set in the quorum is a majority of the Directors then in office.

- (3) The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present the Directors present may choose one of their number to be Chair at that meeting.
- (4) A Director may at any time, and the Secretary on the request of a Director, must convene a meeting of the Directors.
- 5.2. (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 5.3. A committee must elect a chair of its meetings; but if no chair is elected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be chair of the meeting.
- 5.4 The members of a committee may meet and adjourn as they think proper.
- 5.5 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 constituted, if a quorum of the Directors is present.
- 5.6. (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.
- (2) Each member of the Board of Directors or a Committee of the Board of Directors shall have one vote. In the case of a tie vote the Chair shall have a casting vote.
- 5.7 A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 5.8. 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.
- 5.9. The Board of Directors shall establish a standing Committee which shall be the Executive Committee and which shall consist of the four Executive Office being the President, Vice-President, Secretary and Treasurer. The Executive Committee shall have the authority to act upon those matters which they, in their discretion, deem emergent, without convening a meeting of the entire Board of Directors. A quorum of the Executive Committee shall be three (3) Executive Officers. Any resolution of this Executive Committee must be ratified by the full Board of Directors at the next meeting of the Board thus ensuing.

## PART 6 – DIRECTORS AND OFFICERS

- 6.1. (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by These bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to;
- (a) all laws affecting the Society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 6.2.
- (1) The Board of Directors shall include four (4) Directors who shall be called Executive Directors and who shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Directors shall be elected by the membership at large.
- (2) The Board of Directors shall also include seven (7) Directors who shall be called the Section Directors and who shall be elected as follows:
- (a) The Resort shall be divided into seven (7) geographical areas to be designated alphabetically from “A” to “G”. Each geographical area shall include no less than twenty-five (25) and no more than fifty-six (56) individual campsites.
  - (b) Each geographical area shall elect one Director as its representative on the Board of Directors. A Section Director must be a member in good standing who owns an interest in a campsite in the geographical area for which he is elected.
  - (c) Elections for Section Directors shall be by the Members owning lots in the geographical section for which the Director is elected only.
- 6.3 The Directors must:
- (a) Be aged 18 or over
  - (b) Not to have been found in any court, in Canada or elsewhere, to be incapable of managing their own affairs
  - (c) Not be an undischarged bankrupt
  - (d) Not have been convicted of an offence involving fraud unless 5 years has passed

- 6.4 A designation, election or appointment of an individual as a Director is invalid unless:
- (a) the individual consents in writing to be a Director of the Society
  - (b) if the designation, election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director
- 6.5. (1) The Directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 6.6. (1) The Directors may at any time and from time to time appoint a member as a Director to fill any vacancy in the Directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at that meeting
- 6.7. (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director. In the event two or more qualified members apply for the appointment the current Board of Directors will choose the new Director for the completion of the term .
- (2) An act or Proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in the office.
- 6.8. The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 6.9. A Director must not be remunerated for being or acting as a Director, but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 6.95. In the event a Director fails to attend three (3) consecutive meetings of the Board of Directors which have been duly called with proper notice, the Board of Directors may remove the Director from office.

## PART 7 – DUTIES OF OFFICERS

- 7.1. (1) The President presides at all meetings of the Society and of the Directors.
- (2) The President is the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties.
- 7.2. The Vice-President must carry out the duties of the President during the President's absence.
- 7.3. The Secretary must do the following:
- (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) maintain the Register of Members.
- 7.4. The treasurer must:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render financial statements to the Directors, members, and others when required.
- 7.5. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

## Part 8 - SIGNING AUTHORITY

- 8.1** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
  - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors,  
or
  - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.



## **PART 9 – BORROWING**

- 9.1. 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 9.22. A debenture must not be issued without the authorization of a Special Resolution.

## **PART 10 – FINANCIAL STATEMENTS**

- 10.1 The Directors of the Society must present the following to the members at each annual meeting:
- (a) financial statements prepared in accordance with this section:
- 10.2 The financial statements referred to in subsection (10.1(a)) must be prepared in relation to the before the annual general meeting at which the financial statements are to be presented.
- 10.2 The financial statements referred to in subsection (10.1(a)) must be prepared in accordance with the requirements, if any, set out in the regulations
- 10.3 The Society must not issue, publish or distribute financial statement of the society required under Section 10.1 unless the financial statements
- (a) have been approved by the directors and signed by one or more directors to confirm that the approval was obtained and
- (b) the financial statements must not purport to be audited financial statements as the Society has waived the need for an auditor

## **PART 11 – NOTICES TO MEMBERS**

- 11.1. A Notice may be given to a member, either personally, by mail, or by email to the member at the member's registered address.
- 11.2. A Notice sent by mail is deemed to have been given on the second day following the day 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. A notice sent by email is deemed to have been received when a confirmed receipt notice is received.
- 11.3. (1) Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day Notice is given, and
- (2) No other person is entitled to receive notice of a general meeting.

## **PART 12 – BYLAWS**

- 12.1. On being admitted to membership, each member is entitled to, and the Society must give the member, without charge, a copy of the constitution and bylaws of the Society. 12.2. These bylaws must not be altered or added to except by Special Resolution.

## **PART 13 – FORM AND USE OF PROXIES**

- 13.1. Every member entitled to vote at a general meeting may, by proxy, appoint a proxyholder, who need not be a member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- 13.2. Every proxyholder has the same rights as the Member who appointed the proxyholder to speak at the meeting and to vote the membership represented by the proxy.
- 13.3. Every proxy ceases to be valid after the meeting for which it was given.
- 13.4. Every proxy must contain:
- (1) the date it is signed;
  - (2) the name of the Member and the name of the proxyholder;
  - (3) the date of the meeting for which the proxy may be used.
- 13.5. Every proxy may be revoked by an instrument in writing.
- 13.6. The Directors may, by resolution, set a time not exceeding 48 hours excluding Saturdays, Sundays, and Statutory holidays preceding any meeting of the members, before which time proxies to be used at that meeting must be delivered to the Secretary of the Society, and any period of time so set
- 13.7. Proxies may be delivered personally or by email within the time frames set by the Directors. The proxy will be considered received by email on a response by the Secretary of the Board who is to receive the document

## **PART 14 – DISSOLUTION OF SOCIETY**

75. In the event of dissolution of the Society, the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to the Spider Lake Holdings Corp for the benefit of the owners of Class B Shares.