



T.K. SPARKS

Bylaws of the Kereluk Road Recreation Society (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Access Property" means the property owned by the Society at Lot 5, District Lot 56, Yale Division, Yale District Plan 10113, and any improvements thereto;

"Associate Member(s)" means a person who is registered on title with the Land Title and Survey Authority of British Columbia as one of the Owners of an Eligible Property in addition to a Member of the Society who is in good standing and who remains a Member of the Society. Associate Members are non-voting member(s) of the Society.

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society for the time being;

"Bylaws" means these Bylaws as altered from time to time;

"Designee" means an individual appointed by a Member to serve as a representative in the same capacity as the voting Member, and has been delegated authority to make any determination, give any approval, or take any other action required or permitted with respect to the duties of that Member. The Designee may not be a current Member or Associate Member of another Eligible Property, and must be of the minimum age of 19 years old;

"Director" means a Member of the Society who has been elected or appointed as a member of the Board of directors of the Society;

"Eligible party", in relation to the Society, means a Member of the Society;

"Eligible proceedings" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party, by reason of the eligible party being or having been a director of the Society,

(a) is or may be joined as a party, or

(b) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;

“Eligible Property” means the individually titled properties on Kawkawa Lake Road or Kereluk Road in the District of Hope, BC to which a foot passage easement over the Access Property was registered on the title of the property with the Land Title and Survey Authority of British Columbia, before 1984 and that have not ceased to be an Eligible Property under these Bylaws, or by removal of the foot passage easement on the title of the property, and which for ease of reference purposes only are listed in Schedule 1 of these Bylaws;

“Expenses” includes costs, charges and expenses, including legal and other fees, but does not include penalties;

“Guest(s)” means a person(s), as defined in the policies of the Society, as generally being a family member(s) or personal friend(s) of a Member and/or Associate Member(s), in good standing;

“Member” means a person who is registered on title with the Land Title and Survey Authority of British Columbia as an Owner of an Eligible Property, is in good standing and who remains a Member of the Society. A Member is entitled to vote on matters relating to the Society. A Member must be a minimum age of 19 years;

“Non-Member(s)” means a Member(s) who is not in good standing with the Society and/or ceases on being an Owner(s) of an Eligible Property, and/or the termination or suspension of membership in the Society, according to the conditions set out in the Bylaws. A Non-Member(s) is not entitled to vote on matters relating to the Society. A Non-Member(s) who remains as a registered Owner of an Eligible Property, as listed on Schedule 1 of the Bylaws, is only granted direct foot passage access across the Access Property, by proceeding directly to and/or from Kawkawa Lake and Kawkawa Lake Road. Therefore they, and/or their family member(s) and/or Guest(s) will not be able to stay on and use the Access Property or improvements thereto;

“Ordinary Resolution” means a resolution passed at a general meeting of the membership by a majority of the votes cast in person or by proxy; or by a resolution consented to in writing, after being sent to all of the voting Members, by at least 2/3 approval of the voting Members;

“Owner” means a person listed on the title with the Land Title and Survey Authority of British Columbia of an Eligible Property as the legal registered owner of that property;

“Owners” means all of the people listed on the title with the Land Title and Survey Authority of British Columbia of an Eligible Property as the legal registered owners of that property;

“Penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

“Qualified Recipient” means a Member in good standing as defined in the Society’s Bylaws; and

“Special Resolution”, unless specified elsewhere, means a resolution passed at a general meeting of the membership by at least 2/3 of the votes cast by the voting Members, whether cast in person or by proxy.

Definitions in Act apply

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

Conflict with Act or regulations

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

PART 2 – MEMBERS & ELIGIBLE PROPERTY

Eligibility for Membership

2.1 Members must be an Owner or Owners of an Eligible Property. If an Eligible Property has more than one Owner,

- (a) only one of those Owners, or Designee may at any one time be a voting Member and,
- (b) subject to these Bylaws, the other Owner(s) may be an Associate Member(s).

Sub-division of Eligible Property

2.2 Notwithstanding the definition of an Eligible Property, if an Eligible Property has been sub-divided after 1984, only one of the resulting lots shall become an Eligible Property, and the following criteria shall be used to determine which of the lots this will be:

- (a) if the boundaries of only one of the new lots abuts Kereluk Road and no other civically operated road, then that lot shall become the Eligible Property; but

- (b) if the boundaries of more than one of the new lots abuts Kereluk Road and no other civically operated road, then the Eligible Property shall be the lot that abuts Kereluk Road for the greatest distance;
- (c) if the boundaries of none of the new lots abuts Kereluk Road, then the Eligible Property shall be the lot that is closest to Kereluk Road; and
- (d) if two or more lots are equally the closest to Kereluk Road, then the Eligible Property shall be the lot that abuts Kereluk Road for the greatest distance.

Eligible Property with more than one dwelling

2.2.1 Notwithstanding anything else in these Bylaws, if an Eligible Property has more than one dwelling on it, the Owners of only one of the dwellings shall be eligible to be a Member or Associate Member(s). Any such eligibility must be specified in a written agreement between the Owners before any of the Owners may join the Society.

Loss of Eligible Property status

2.3 An Eligible Property shall permanently cease to be an Eligible Property, if the foot passage easement is removed by the Owner(s) on the title of the property as registered with the Land Title and Survey Authority of British Columbia. Therefore, the Owner(s) of the property will no longer be entitled to any class of membership in the Society and will not have any foot passage access granted over or on the Access Property. After 2019, the Members may vote by Special Resolution to remove any property from the list of Eligible Property where there has not been, for more than five years, a Member associated with that property.

Addition of Eligible Property

2.4 Any addition to the properties that are Eligible Property other than that described in Bylaw 2.2 may only be approved by a Special Resolution passed at a general meeting, and any outstanding debts including, but not limited to, all past membership dues in arrears, and the initiation fee must be paid to the Society prior to inclusion of the property.

Equal distribution of property before dissolution or on liquidation of the Society

2.5 Any distribution of the Society's property must be in compliance with the Restrictions on Distributions as per the Societies Act, Section 4. Any

distribution to a Qualified Recipient, being a Member in good standing of the Society at the time, will be made by dividing it into equal allocations between all those who are a Qualified Recipient.

Equal distribution of shares if conversion to a corporation

2.6 If the Society converts to a corporation, each class of shares issued shall be distributed using the same method described in Bylaw 2.5 for the distribution of property being an equal number of shares to each Qualified Recipient.

Contributions to be equal

2.7 The Society is a member-funded society and before dissolution or on liquidation, or on conversion to a corporation, will distribute its property or shares in accordance with these Bylaws. Therefore, the equality of the financial contributions made to the Society by the Owners of the Eligible Property, as defined in Bylaw 2.5, shall be a guiding principle of the Society when deciding upon its rules and policies in relation to the financial contribution of each member, and taking into account:

- a) the time value of money; and
- b) the inconvenience and hardship imposed on the Society and its members in good standing by those that do not pay their fair share on time; but
- c) without taking into account any Owner's lack of use of the Access that occurs for any reason

Application for membership

2.8 Subject to these Bylaws, an Owner may apply to the Board for membership in the Society, and the Owner becomes a Member on the Board's acceptance of the application and the payment of dues as directed in Bylaw 2.12.

Form of membership applications

2.9 The Board may specify the form in which any application for membership is submitted and, where an Owner is applying to be a voting Member, may require proof of the consent of the other Owners of the property, although the Board shall have no obligation to inquire into the validity of such consent.

Updating of membership and related information

2.10 Each Member will be responsible for keeping their contact and other relevant information with the Society current, and the Society may require Members to

update that information from time-to-time in a form that is acceptable to the Society.

Duties of Members and Associate Member(s) and requirement on waivers of liability

2.11 As a condition of membership or continued membership the Society:

- (a) requires that every Member and Associate Member(s) must uphold the constitution of the Society, and must comply with these Bylaws, and any code of conduct, rules and policies of the Society, and by joining, consents to the Society's privacy policy, or any other rule or policy of the Society that requires consent;
- (b) may require Member(s), Associate Member(s) and their family members and Guest(s) to agree to a waiver of any future liability that the Society may have to them in relation to their use of the Access Property; and
- (c) requires any Member and/or Associate Member(s), and/or their family members and/or Guest(s), to purchase and maintain their own adequate personal watercraft insurance and liability coverage, and grant their express consent to assume sole responsibility and liability for any associated risk or damage occurring from any moorage of any type of personal watercraft, whether owned, leased, and/or borrowed, on the Society's dock and/or on the Access Property. The Society accepts no responsibility or liability for any risk or damage caused by or to property that is not owned by the Society. The Society only provides space for mooring of personal watercraft but at no time takes custody of any personal watercraft.

Dues and other payment obligations of Members

2.12 The amount of the annual membership dues and fees will be determined by an Ordinary Resolution passed at a general meeting. In addition to annual membership dues, the Society may charge Members;

- (a) fees such as, but not restricted to, an initiation fee for joining the Society;
- (b) fees for repairing damage done by a Member and/or Associate Member(s) and/or their family members and/or Guest(s) to the Access Property;
- (c) penalties such as, but not restricted to, penalties for contraventions of the Society's rules and policies;
- (d) special dues such as, but not restricted to, pro rata assessments that are required in order for the Society to meet unexpected financial obligations;
- (e) interest charges for overdue payments; and
- (f) with the amount of such, fees, penalties, interest charges and special dues to be determined by an Ordinary Resolution passed at a general meeting.

Classes of Membership

2.13 Member status is a person who is registered on title with the Land Title and Survey Authority of British Columbia as an Owner of an Eligible Property, is in good standing and who remains a Member of the Society. A Member, or Designee is entitled to vote on matters relating to the Society. Additionally, the Member, and his/her family member(s) and Guest(s), may stay on and have full use and enjoyment of the Access Property and improvements thereto, subject to the code of conduct, rules and policies of the Society. A Member must be a minimum age of 19 years.

Associate Member(s) status is a person(s) who is registered on title with the Land Title and Survey Authority of British Columbia as one of the Owners of an Eligible Property in addition to a Member of the Society who is in good standing. Associate Member(s) are non-voting member(s) of the Society. An Associate Member(s), and his/her family member(s) and Guest(s), may stay on and have full use and enjoyment of the Access Property and improvements thereto, subject to the code of conduct, rules and policies of the Society; Associate Member(s) shall have the same membership qualifications and rights and obligations as voting members except that:

- (a) their membership must be sponsored by the voting Member for the Eligible Property of which they are an Owner;

- (b) any dues, fees, penalties, special dues, or other financial obligations to the Society that they incur will be the responsibility of the sponsoring voting Member, although nothing in these Bylaws should be construed as prohibiting a membership cost sharing arrangement between Owners that does not involve the Society;
- (c) their membership will automatically terminate if their sponsoring voting Member's membership terminates;
- (d) their membership will automatically become not in good standing if their sponsoring voting Member's membership becomes not in good standing; and
- (e) although they may attend and speak at a general meeting, they may not vote on any matters relating to the Society.

Non-Member(s) status means a Member(s) and/or Associate Member(s) who is not in good standing with the Society and/or ceases on being an Owner(s) of an Eligible Property, and/or the termination or suspension of membership in the Society, according to the conditions set out in the Bylaws. A Non-Member(s) is not entitled to vote on matters relating to the Society. A Non-Member(s) who remains as a registered Owner of an Eligible Property, as listed on Schedule 1 of the Bylaws, is only granted direct foot passage access across the Access Property, by proceeding directly to and/or from Kawkawa Lake and Kawkawa Lake Road. Therefore they, and/or their family member(s) and/or Guest(s) will not be able to stay on and use the Access Property or improvements thereto;

Member not in good standing

2.14 A Member is not in good standing if the Member does not abide with the Society's Bylaws, code of conduct, rules, and/or policies and/or fails to pay the Member's annual membership dues, or any other debt due and owing by them to the Society. A Member will be notified by the Society within 6 months if they are in breach of payment of dues and/or the Society's Bylaws, code of conduct, rules, and/or policies. If a Member remains not in good standing for a period of 12 months, the Society will notify the Member in writing, then the Member's status will become that of a Non-Member, therefore relinquishing any rights and privileges entitled to a Member. The Member will remain as not in good standing so long as their dues or any other debt to the Society remains unpaid, and/or they continue to disagree to abide with the Society's

Bylaws, code of conduct, rules, and/or policies, or to provide the necessary consent.

Member not in good standing may not vote

2.15 A Member who is not in good standing:

- (a) may not vote at a general meeting, or on any matters relating to the Society, either in person, by proxy, by Designee or by mail-in ballot;
- (b) is deemed to be a non-voting Member for the purpose of consenting to a resolution of the voting Members.

Discipline or Suspension of a Member

2.16 A Member may be disciplined or suspended, but not expelled by the Society as a result of a complaint made by another member if that complaint is found, on a balance of probabilities, to be both valid and relevant to the Society. Accordingly, the Society will use the Dispute Resolution procedure, as contained in the policies of the Society, for the fair investigation and notification of the necessary parties for the hearing of such matters, with the latter to be in compliance with Section 70(3) of the Act. Where

- (a) it is proposed that a Member be disciplined, such action may only occur if the matter is first heard by the Board concerning the discipline of the Member that is to occur is then approved by a majority of the directors, with the matter subject to review at the next general meeting on the application of any Member including the disciplined Member, and the decision of the Board subject to being reversed by the passing of an Ordinary Resolution; and
- (b) where it is proposed that a Member be suspended, such action may only occur if the matter is first heard by the Board and a resolution of all of the directors suspending the Member is approved, with the matter subject to review at the next general meeting on the application or, on the appeal of that decision by any Member including the suspended Member, and the decision of the Board subject to being reversed by the passing of a Special Resolution at the meeting. A suspended Member will be deprived of any rights and privileges of

membership in the Society until, and only if possible, re-establishment as a Member in good standing in accordance with the Bylaws, code of conduct, policies and rules of the Society.

Termination of Membership

2.17 A person shall cease to be a Member or Associate Member(s) of the Society:

- (a) on ceasing to be qualified to be a Member or Associate Member(s) under these Bylaws;
- (b) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the Society;
- (c) on their death, or in the case of a corporation or trust, on dissolution;
- (d) upon sale or transfer of an Eligible Property to a new Owner(s);
- (e) on ceasing to be registered on title with the Land Title and Survey Authority of British Columbia as an Owner of an Eligible Property;
- (f) if they are not in good standing for 12 consecutive months;
- (g) in the case of an Associate Member(s), if the sponsoring Member ceases to be a Member and is not replaced by another Member.

Trust or Corporate Owner

2.18 If an Owner is a corporation, limited partnership, trust, or other similar entity it shall appoint a natural person to become its representative and, subject to these Bylaws, that person may become a Member.

Liability of Members

2.19 As per the Societies Act, a Member of the Society is not, in that capacity, liable for a debt or other liability of the Society.

Amendments

2.20 Any amendment, alterations and/or additions to the Society's Bylaws shall require the approval by Special Resolution at a general meeting.

PART 3 – GENERAL MEETINGS OF MEMBERS

Annual and general meetings

3.1 The directors of the Society must call an annual general meeting to be held in each calendar year, to be held in Hope, British Columbia at the time and place the Board determines. Additionally, the directors or Members, if the requisition threshold as contained in the Act is met, may at any time call a general meeting. Participation in discussions at an annual or general meeting must be in person, therefore participation in discussions by telephone or by another communication medium is not permitted.

Ordinary business at annual general meeting

3.2 At an annual general meeting, the following business is ordinary business:

- (a) adoption of rules of order as established by the Society;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a Special Resolution; and
- (g) any business, including Members' proposals, if the proposal threshold is met as contained in the Act, that may be approved under these Bylaws by an Ordinary Resolution passed at a general meeting.

Notice of annual or general meeting and Special Resolutions

3.3 Notice of an annual or general meeting must:

- (a) be in writing and be sent or given to each Member at least 21 days in advance of the meeting, either by personal delivery, mail or email. Notwithstanding, 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 a meeting.
- (b) specify the date, time and location of the meeting;
- (c) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business; and
- (d) include the text of any Special Resolution(s) to be submitted to the meeting.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) a Member, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed a Member to preside as the chair or the Member appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

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

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members, or Designee(s) is present.

Quorum for annual or general meetings

3.7 The quorum for the transaction of business at a general meeting is 25% of the voting Members, or Designee(s) in good standing, with the count of the number of such Members, or Designee(s) attending to include those Members who have given their proxy to another person.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members, or Designee(s) is not present:

- (a) in the case of a meeting convened on the requisition of Members, or Designee(s), the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at a designated time and place, and if, at the continuation of the adjourned meeting, a quorum is not present

within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members, or Designee(s) who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

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

Notice of continuation of adjourned general meeting

3.11 7 days' notice will be given of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting. When a general meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given.

Order of business at annual or general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report,

- if any, on those statements and make available to a Member, or Designee a copy of the financial statements,
- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands or another method that adequately discloses the intention of the voting Members, or Designee(s), except that if, before or after such a vote, 2 or more voting Members, or Designee(s) request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

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

When voting may occur by mail-in ballot

3.15 The Board of the Society may designate instances where a vote by the membership may be held by mail-in-ballot. In such cases, the wording of the proposed Ordinary Resolution to be voted on, and the date the ballots will be counted must be specified, along with the date on which the ballots will be sent to the members, with such date to be at least 30 days before the date on which the ballots will be counted. On the date that the ballots are to be sent a ballot must be sent to each voting Member, or Designee that is in good standing with the Society on that date, and the ballot must clearly indicate:

- (a) What the Ordinary Resolution to be voted on is;
- (b) how the Member, or Designee may indicate if they are in favour or not in favour of the Ordinary Resolution to be voted on;
- (c) that the completed ballot, to be counted, must be either mailed or delivered to the Society; and
- (d) the date by which the completed ballot must be received by the Society.

Proxy voting permitted

3.16 Voting at a general meeting may be by proxy, with the following limitations:

- (a) the proxy form provided in Schedule 2 of these Bylaws must be used;
- (b) proxies may not be solicited from Members, or Designee(s) by any person;
- (c) a person may only have one proxy at a meeting unless that person is the chair of the meeting and the proxy indicates that the holder may only vote as directed in the special instructions section of the form;
- (d) where the chair of the meeting has been designated as the proxy holder and the proxy only allows the holder to vote as directed in the special instructions section of the form, the Member, or Designee giving the proxy may simply mail or deliver the completed proxy to the Society;
- (e) In all other cases, a completed proxy may be given to any person, and to exercise the proxy that person must attend the meeting and present the proxy to the chair of the meeting before it starts, and answer any questions that the chair of the meeting may have concerning the circumstances in which the proxy was obtained or completed by the Member, or Designee that gave it, and
- (f) if the chair finds, on a balance of probabilities, that the proxy is improperly completed or was obtained in a manner that was improper or contrary to these Bylaws, the chair may disallow the proxy.

Matters decided at general meeting by Ordinary Resolution

3.17 A matter to be decided at an annual or general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

PART 4 – DIRECTORS

Number and Terms of Directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors. The terms of the directors shall be 2 years and individual terms should be staggered, if possible, to provide continuity on the Board. Directors whose terms expire can seek to be re-elected at the annual general meeting.

Election or appointment of directors

4.2 At each annual general meeting, the Members, or Designee(s) are entitled to vote for the election or appointment of directors and must elect or appoint the Board.

Casual vacancy on Board

4.3 The Board may elect a Member in good standing as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office, unless the minimum number of directors is maintained as described in 4.1.

Term of appointment of director filling casual vacancy

4.4 A director elected by the Board to fill a casual vacancy ceases to be a director at the next annual general meeting of the Society.

Authority of directors

4.5 The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do unless their authority to do so has been specifically restricted or prohibited by these Bylaws.

Acts requiring special membership approval

4.6 The Society or its directors may not dispose of, convey, sell, rent, lease, or allow public use of any or all of the Access Property, grant any further easements over it, or voluntarily dissolve itself or convert to a corporation, without the prior consent of the Members by a Special Resolution passed at a general meeting called for that purpose, by at least 75% approval by all the Members of the Society.

Effect of Bylaw amendments

4.7 An amendments to these Bylaws will not invalidate a prior act of the Board that was valid when it was made.

Indemnification of directors

4.8 Subject to the restrictions and limitations of the Act, the Society will indemnify its directors and their heirs and personal representative against all penalties, and expenses to which the eligible party is or may be liable in respect of an eligible proceeding, if

- (a) he or she was acting on behalf of the Society;
- (b) he or she acted honestly and in good faith with a view to the best interests of the Society;

- (c) his or her conduct was lawful; and
- (d) the eligible proceeding was not brought by or on behalf of the Society.

Qualifications for directors

4.9 A director must be a Member or Associate Member in good standing with the Society, be of the minimum age of 19 years old, and be a resident in the Province of British Columbia. A director must confirm in writing that they consent to act as a director. Additionally, a director must not:

- (a) be found incapable by a court;
- (b) be undischarged bankrupt;
- (c) be convicted of certain criminal offenses in the past 5 years without a pardon;
- (d) be involved in any direct or indirect material interest in a contract or transaction with the Society, that has not been fully disclosed to the Board and Members;
- (e) disclose confidential information on matters of the Society, the Board and/or its Members without authorization from the Board of directors.

Limitations of directors

4.10 Directors will not have authority to spend in excess of 33% of the total current budgeted expenses that were approved at the annual general meeting, excluding any insurance deductible resulting from a claim, or any increase insurance premiums on existing insurance policies, unless the non-budgeted expenditure is voted on and approved by an Ordinary Resolution.

Duties of directors

4.11 A director must:

- (a) act honestly, in good faith with the a view to the best interest of the Society;
- (b) exercise the care, diligence and skill of a reasonably prudent person in similar circumstances;
- (c) act in accordance with the Societies Act, as well as the Bylaws, rules of order, code of conduct, regulations and policies of the Society;
- (d) act with a view to the Society's purposes;
- (e) exercise confidentiality with respect to confidential matters or information belonging to that of the Society, the Board and/or its Members;

- (f) in the event of a direct or indirect material interest (pecuniary or non-pecuniary) in a contract or transaction with the Society a director must:
 - (i) in advance, fully disclose the nature and extent of interest;
 - (ii) abstain from voting on resolution;
 - (iii) leave Board meeting when discussed, unless asked to provide information;
 - (iv) leave Board meeting when vote occurs;
 - (v) not take any action intended to influence the discussion or vote.

Changes Respecting Directors

4.12 A director will cease to be a director of the Society by:

- (a) removal by Special Resolution by a vote of the membership;
- (b) the receipt by the Society of the written resignation;
- (c) ceasing to be a Member, or to be qualified in accordance with the qualifications listed in 4.9 and the Societies Act;
- (d) reaching the end of the elected term and not re-elected; or their
- (e) death

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

5.2 At least 7 days’ notice of a directors’ meeting must be given unless 4/5 of the directors agree to a shorter notice period. Notice must be given by email and all directors must confirm receipt of notice by email.

Proceedings of directors

5.3 The directors may regulate their meetings and proceedings as they think fit including, but not limited to,

- (a) holding meetings where some or all of the directors participate by teleconference or other communications medium or electronic means,
- (b) passing resolutions without meetings if

- (i) In the case of an resolution, 4/5 of the directors consent to resolution in writing, and
- (c) The directors may delegate any, but not all, of their powers to committees as they think fit.
 - (i) a committee must elect a chair of its meeting and record and submit minutes of the meetings to the directors.
- (d) Minutes of all directors' meeting will be taken regarding all business discussed and resolutions passed, and kept on file with the secretary of the Society. The minutes of all directors' meeting will be made available on request by a Member to the Secretary of the Society.

Quorum of directors

- 5.4** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

- 6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

- 6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society within 30 days after the annual general meeting, and making any other filings with the registrar under the Act;
- (f) maintain an up-to-date consolidated version of the Society's constitution, Bylaws, code of conduct, rules, and policies;
- (g) maintain the Society's register of Members, inclusive of contact information provided by each Member, and organized by the different classes of membership; and
- (h) maintain the Society's register of directors, including contact information provided by each director, and promptly file with the registrar a notice of change of directors or in the address of its directors, in the event of any change.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions including all dues payments;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) reporting and providing an opinion on the Society's financial position at the annual general meeting;
- (f) reporting on the total dues that are in arrears and, if requested by a Member, on the individual Members whose dues are in arrears, at the

- annual general meeting, but only if the request is in accordance with the B.C.'s Personal Information Protection Act; and
- (g) preparing the annual budget of the Society.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity provided that the specific details of the services provided and the amount of remuneration to be paid is approved by an Ordinary Resolution. The details of any remuneration will be disclosed in the financial statements of the Society.

Signing authority

- 7.2** 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 two or more Members in good standing authorized by the Board to sign the record on behalf of the Society.

Borrowing

Part 8-Finance

- 8.1** The Society may borrow funds on the approval by Special Resolution at a general meeting of the membership.

Financial Statements

8.2 The directors must present the financial statements of the Society to the membership at each annual general meeting.

Finance Policy

8.3 The financial management of the Society will be carried out in accordance with the approved Finance Policy.

SCHEDULE 1

LIST OF KRRS MEMBERSHIP ELIGIBLE PROPERTIES

Civic Address	Legal Land Description
66596 Kawkawa Lake Road	Lot C Plan KAP13997 District Lot 56 Land District 59
66586 Kawkawa Lake Road	Parcel 1 Plan KAP13997 District Lot 56 Land District 59
66435 Kereluk Road	Lot 2 Plan EPP42534 District Lot 56 Land District 59
66450 Kereluk Road	Lot 1 Plan KAP55174 District Lot 56 Land District 59
66455 Kereluk Road	Lot 1 Plan KAP30760 District Lot 56 Land District 59
66460 Kereluk Road	Lot 2 Plan KAP55174 District Lot 56 Land District 59
66461 Kereluk Road	Lot 2 Plan KAP30760 District Lot 56 Land District 59
66470 Kereluk Road	Lot 12 Plan KAP10113 District Lot 56 Land District 59
66471 Kereluk Road	Lot 3 Plan KAP30760 District Lot 56 Land District 59
66480 Kereluk Road	Lot 13 Plan KAP10113 District Lot 56 Land District 59
66490 Kereluk Road	Lot 14 Plan KAP10113 District Lot 56 Land District 59
66491 Kereluk Road	Parcel A Plan KAP31814 District Lot 56 Land District 59
66500 Kereluk Road	Lot 15 Plan KAP10113 District Lot 56 Land District 59
66501 Kereluk Road	Lot 6 Plan KAP30760 District Lot 56 Land District 59
66510 Kereluk Road	Lot 16 Plan KAP10113 District Lot 56 Land District 59
66520 Kereluk Road	Lot 17 Plan KAP10113 District Lot 56 Land District 59
66521 Kereluk Road	Lot 7 Plan KAP30760 District Lot 56 Land District 59
66530 Kereluk Road	Lot 18 Plan KAP10113 District Lot 56 Land District 59
66531 Kereluk Road	Lot 8 Plan KAP30760 District Lot 56 Land District 59
66540 Kereluk Road	Lot 19 Plan KAP10113 District Lot 56 Land District 59
66541 Kereluk Road	Lot 9 Plan KAP30760 District Lot 56 Land District 59
66544 Kereluk Road	Lot 20 Plan KAP10113 District Lot 56 Land District 59
66545 Kereluk Road	Lot 10 Plan KAP30760 District Lot 56 Land District 59

66550 Kereluk Road	Lot 21 Plan KAP10113 District Lot 56 Land District 59
66551 Kereluk Road	Lot 11 Plan KAP30760 District Lot 56 Land District 59
66554 Kereluk Road	Lot 22 Plan KAP10113 District Lot 56 Land District 59
66555 Kereluk Road	Lot 12 Plan KAP30760 District Lot 56 Land District 59
66560 Kereluk Road	Lot 23 Plan KAP10113 District Lot 56 Land District 59
66570 Kereluk Road	Lot 24 Plan KAP10113 District Lot 56 Land District 59
66571 Kereluk Road	Lot 13 Plan KAP30760 District Lot 56 Land District 59
66580 Kereluk Road	Lot 25 Plan KAP10113 District Lot 56 Land District 59
66581 Kereluk Road	Lot 14 Plan KAP30760 District Lot 56 Land District 59
66590 Kereluk Road	Lot 26 Plan KAP10113 District Lot 56 Land District 59
66591 Kereluk Road	Lot 15 Plan KAP30760 District Lot 56 Land District 59
66594 Kereluk Road	Lot 27 Plan KAP10113 District Lot 56 Land District 59
66595 Kereluk Road	Lot 16 Plan KAP30760 District Lot 56 Land District 59
66600 Kereluk Road	Lot 34 Plan KAP10113 District Lot 56 Land District 59
66601 Kereluk Road	Lot 17 Plan KAP30760 District Lot 56 Land District 59
66610 Kereluk Road	Lot 29 Plan KAP10113 District Lot 56 Land District 59
66611 Kereluk Road	Lot 18 Plan KAP30760 District Lot 56 Land District 59
66620 Kereluk Road	Lot 30 Plan KAP10113 District Lot 56 Land District 59
66621 Kereluk Road	Lot 19 Plan KAP30760 District Lot 56 Land District 59
66630 Kereluk Road	Lot 31 Plan KAP10113 District Lot 56 Land District 59
66631 Kereluk Road	Lot 20 Plan KAP30760 District Lot 56 Land District 59
66640 Kereluk Road	Lot 32 Plan KAP10113 District Lot 56 Land District 59
66641 Kereluk Road	Lot 21 Plan KAP30760 District Lot 56 Land District 59
66650 Kereluk Road	Lot 33 Plan KAP10113 District Lot 56 Land District 59
66651 Kereluk Road	Lot 22 Plan KAP30760 District Lot 56 Land District 59
66660 Kereluk Road	Lot 34 Plan KAP10113 District Lot 56 Land District 59

SCHEDULE 2

**KERELUK ROAD RECREATION SOCIETY
Proxy Form**

I hereby authorize _____ (the "Proxy Holder")
(Name of Person Given Proxy)
to attend and vote in my place at the meeting of the Members of
the Kereluk Road Recreation Society to be held on _____
(Date)

At the meeting, the Proxy Holder is authorized to (place a check mark by
one):

- vote as they see fit on all business that arises.
- vote only as directed in the special instructions section of this form.
- vote as directed in the special instructions section of this form, and vote
as they see fit on all other business that arises.

Special Instructions (attach additional sheets if needed):

Name of member giving proxy:

Signature of member:

Date proxy given:

What is a proxy? If a voting member in good standing of the Society cannot attend a general meeting of the Society, they may appoint another person to attend the meeting and act in their place by completing a proxy form and giving it to that person.

Who can I give my proxy to? Any person can be given your proxy as long as they are not already exercising another member's proxy at the meeting. The only exception to this is the Chair of the meeting, who can exercise an unlimited number of proxies provided those proxies instruct the Chair to vote the proxy only on specific issues in a certain way.

How can I have the Chair vote my proxy in a certain way on the issues I specify? On this proxy form: (1) insert the word "Chair" in the Proxy Holder section; (2) insert the date of the meeting where indicated; (3) place a check mark by "vote only as directed in the special instructions section of this form"; (4) clearly state in the "Special Instructions" section how your proxy is to be voted on each issue; (5) place your name on the form where indicated; (6) sign and date the form where indicated; and (7) mail or deliver the form to the Society.

May I ask other members for their proxy? No. The Society's bylaws prohibit the solicitation of proxies from members.