

**ORIGINAL WAS
FILED AND REGISTERED
DEC 8 - 1983
M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES**

(SOCIETY)

SCHEDULE "A"

FORM 1

SOCIETY ACT

CONSTITUTION

**CERTIFIED A TRUE COPY
DEC 8 - 1983**

John Deane Byrne
REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA.

1. The name of the Society is SANDY HOOK PROPERTY OWNERS' ASSOCIATION.
2. The purposes of the society are
 - A. - To promote and maintain acceptable standards with respect to the environment and general welfare of the Sandy Hook community.
 - B. - To plan programs and to build facilities which will enhance the recreational and community life at Sandy Hook.
 - C. - To raise funds and to seek grants in order to carry out objects A and B above.
 - D. - To co-operate with other organizations whether incorporated or not, which have objectives similar in whole or in part, to the objectives of the society.

BYLAWS

The bylaws of the society are those set out in Schedule "B" to the Society Act.

Dated 9 November, 1983

Witness (Fullname and resident address)

Leonard Wayne Herder
Leonard Wayne Herder
RRI Sandy Hook
Sechelt B.C.
VAN 3A0

Applicants for Incorporation (Full name-Resident address)

1. *Jan de Bruyn* P.O. Box 2246, SECHULT, B.C. VAN 3A
2. *Oskar Friesen* Box 1874 Sechelt B.C.
3. *William H. Johnson* RR 1299, Sechelt, B.C.
4. *Herb Russell* RR#1, Sechelt B.C.
5. *Barbara Hanke*, RR#1 Sechelt, B.C.

BY LAWS OF THE SANDY HOOK COMMUNITY ASOCIATION
As Amended May 28, 1994, June 9, 1999, May 26, 2005 and June 20, 2012

Part 1 Interpretation

1. (I) 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.

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. Every adult person residing in, or owning property in, the Sandy Hook neighbourhood may become a member in the society by paying dues at the prevailing rate. A new member becomes entitled to vote at a general meeting ten (10) days after payment of the initial dues.

5. Every member must comply with the constitution and with these bylaws.

6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7. A person ceases 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 a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 12 consecutive months.

8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the 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.

9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by him to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting must specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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 4 Proceedings at General Meetings

15. Special business is

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

(b) all business transacted at an annual general meeting, except

(i) the adoption of rules of order;

- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required; and
- (vii) the other business that, under these bylaws, ought to be 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.

16. (1) Business, other than the 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 anytime 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 three (3) members present or a greater number that the members may determine at a previous general meeting at which a quorum is present.

17. 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.

18. 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.

If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

20. (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.

21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. To be adopted at a general meeting a resolution which constitutes special business as defined herein must fall within the description in the meeting notice provided under paragraph 13(1).

(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.

(3) Except where a special resolution is required by these by-laws or the Societies Act, all resolutions shall be deemed ordinary resolutions. The requirements for adopting such resolutions are the same as required by Paragraph 1 of the Societies Act.

22. (1) A 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.

23. 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. However, no corporation shall be a member unless authorized by the other members.

Part 5 Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that 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 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 a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made

25. (1) Nine members elected by the members, and the immediate past president, if he is not otherwise a director, shall be the directors of the society. The directors shall elect, from among themselves, a president, a vice president (who may be considered to be in line of succession to

the presidency), a secretary and a treasurer.

(2) The number of directors may be increased or decreased from time to time at a general meeting, but may not be less than five.

(3) The terms of directors shall be two years, with the terms of one half of the directors expiring each year. A director may be reelected but shall not serve consecutively more than three full terms unless he is an officer nominee at the conclusion of the third full term.

(4) The terms of officers shall be one year. Officers may be reelected but the president and vice president shall not serve more than three consecutive full one-year terms in the same office.

26. (1) The directors shall cause to be prepared, at least 30 days prior to the annual general meeting, a slate of nominees for the positions of all directors whose terms are expiring and shall include the slate in the annual general meeting announcement.

(2) Any five (5) members in good standing may, by written petition signed by all of them, place in nomination an additional name (or names) of a Sandy Hook resident or property owner who is a current member. The petition must be submitted to the secretary not fewer than five (5) days prior to the annual meeting and must certify that the proposed nominee has agreed to serve if elected.

(3) No nominations may be made from the floor at the annual general meeting.

27. (1) The directors whose terms are expiring shall retire from office at each annual general meeting when their successors have been elected.

(2) If no more nominations have been made than the number of positions to be filled, election may be made by acclamation; otherwise, election shall be by ballot.

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

(4) As soon as practicable following the annual general meeting, but within 10 days, the directors shall meet to elect officers, designate four authorized signers of cheques and documents, and transact any other business requiring their attention. At the first regular meeting of the directors thereafter the directors shall conduct a review of standing committees to determine whether they are properly functioning or the committee structure needs modification.

28. (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 annual general meeting of the society, but is eligible for reelection at the meeting

29. (1) Three consecutive unexcused absences from board meetings may be considered a resignation by that director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

30. 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.

31. 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.

Part 6 Proceedings of Directors

32. (1) The directors may meet at the places 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 set the quorum necessary to conduct business, and unless so set 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 the 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 at the time and place so specified. However, other directors (in number specified by a previously adopted Board rule) may change the time and place, but to a time no later than the next scheduled Board meeting.

(5) The directors may adopt their own rules for meeting and passing resolutions. They may meet in person or by telephone, electronic means, or any other reasonable method and may provide notice of any meeting by any means reasonably and fairly calculated to permit all available directors to attend and participate.

33. (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.

(3) The directors may establish committees (both standing and temporary) consisting of one or more directors, members or non-members, or a combination thereof, to carry out projects for the benefit of the society, and the directors shall determine the decision-making powers and rules within such committees. The directors shall remain responsible to the society for the governance of all such committees. At least one director shall be a member of any committee.

34. A committee must elect a chair of its meetings; but if no chair is elected, or if at a 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 the chair of the meeting.

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

36. 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.

37. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a written waiver of notice, which may be by letter, electronic means, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

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

(2) In the case of a tie vote, the chair does not have a second or casting vote.

39. 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.

40. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 Duties of Officers

41. (1) The president preside 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.

42. The vice president must carry out the duties of the president during the president's absence.

43. 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) have custody of the common seal of the society; and
- (f) maintain the register of members unless otherwise advised by the Board.

44. The treasurer shall

- (a) deposit all funds of the society in a bank or banks to be named by the directors,
- (b) pay all bills only on the basis of written documentation, and by cheques signed by two of the four authorized signatories,
- (c) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (d) render financial statements to the directors, members and others when required.
- (e) maintain a register of members in lieu of the secretary if so agreed by the Board.

45. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

(3) The directors are free to authorize the appointed officers to carry out their duties with the assistance of one or more directors or other officers. The Board shall determine which person or persons are responsible when such assistance is authorized.

(4) Nothing herein authorizes the establishment of an Executive Committee.

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

Part 8 Seal

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

48. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution or, if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 Borrowing

49. 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.

50. A debenture must not be issued without the authorization of a special resolution.

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

Part 10 Auditor

52. This Part applies only if the society is required or has resolved to have an auditor.

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

54. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

55. An auditor may be removed by ordinary resolution.

56. An auditor must be promptly informed in writing of the auditor's appointment or removal.

57. A director or employee of the society must not be its auditor.

58. The auditor may attend general meetings.

Part 11 Financial Review

59. A thorough review of all of the society's financial records shall be made once each year by such person or persons as the directors shall designate.

Part 12 Notices to Members

60. Notices to members of meetings and other matters may be given by mail, personal service, electronic means, postings on community boards, or a combination of any or all of the foregoing, so long as the means chosen are reasonably and fairly calculated to provide good notice.

61. 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.

62. (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

Part 13 Bylaws

63. 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.

64. These bylaws must not be altered or added to except by special resolution.

Part 14 Miscellaneous

65. Nothing contained in these bylaws prohibits the Board or, through a general meeting, the members from expressing a public position on behalf of the Society on any subject which the Board or the members judge to be appropriate.

66. Notwithstanding the expression of a public position made on behalf of the Society by the Board or the members, nothing contained in these bylaws prohibits any member of the Board or the society from expressing his or her own personal opinion on the same subject.

Date: _____

I, the undersigned president of Sandy Hook Community Association, certify that these bylaws were amended to the above form at the Annual General Meeting held on June 20, 2012.

Gray Waddell. President