

SOCIETIES ACT

BYLAWS OF THE RIVERSIDE RV PARK SOCIETY TABLE OF CONTENTS

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BYLAWS OF THE RIVERSIDE RV PARK SOCIETY

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

“Act” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;

“Address of the Society” means the registered office address of the Society on record from time to time with the Registrar;

“Board” means the Directors acting as authorized by the *Act*, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

“Board Resolution” means:

- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (a) in person at a duly constituted meeting of the Board,
 - (b) by Electronic Means in accordance with these Bylaws, or
 - (c) by combined total of the votes cast in person and by Electronic Means; or
- (2) a resolution that has been submitted to all Directors and consented to in writing or by Electronic Means, by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board, and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

“Bylaws” means the Bylaws of the Society as filed with the Registrar;

“Common Amenities” includes the pool, fitness centre, rental suites run by the Society, dog park, fire pit, Lodge, parking and other real or personal property administered by the Society for the benefit of Members.

“Constitution” means the constitution of the Society as filed with the Registrar;

“Directors” means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

“Depreciation Report” means a depreciation report as that term is defined in the *Strata Property Act* [SBC 1998] c.43 and *Regulations* thereto;

“Electronic Means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

“Eligible Party” means a Officer as defined in the *Act* or a Director;

“Fractional Interest” means a 1/134th fractional interest in Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502 recorded in the Land Title Office (Kamloops

“General Meeting” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;

“Guest Occupant” means a guest of a Registered Owner at a time when the Registered Owner is not be present on the Registered Owner’s RV Site

“Lodge” means the clubhouse situated on the Lodge Lands and Premises;

“Lodge Lands and Premises” means the land legally described as Lot 1, District Lot 294, Similkameen Division Yale District, Plan KAP76502 and includes any improvements thereon such as the Lodge, Common Amenities and the pool and fitness centre located on Lot 2 District Lot 294, Similkameen Division Yale District, Plan KAP76502 ;

“Maintenance Fees” means the monthly fees and any special levies or charges payable by the Members in respect of the management, maintenance, and improvement of the Resort and operation of the Society;

“Majority Vote” means that the number of votes cast in the positive are more than the number of vote cast in the negative on any matter that requires a Majority Vote;

“Manager” means any person or agency appointed by the Board of Directors to manage the Resort;

“Members” means those Persons who/that are, or who/that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;

“Officer” has the same meaning as Senior Manager under the Act.

“Ordinary Resolution” means:

- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (a) in person at a duly constituted General Meeting, or
 - (b) by Electronic Means in accordance with these Bylaws, or
 - (c) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

- (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

“Park Facilities” means the Lodge Lands and Premises and the Primary Resort Property, but excludes R. V. Sites

“Person” means a natural person;

“Primary Resort Property” means the land legally described as Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502;

“President” means the Person elected to the office of president in accordance with these Bylaws;

“Registered Address” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

“Registered Owner” means a person who is a registered in the Land Title Office as an owner of a Fractional Interest;

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Resident Member” means a Member who maintains his or her principal residence at Lot 2, District Lot 294, Similkameen Division Yale District, Plan KAP76502 in excess of 180 days annually and whose Registered Address is 4354 Highway 3, Keremeos, British Columbia, VOX 1N1.

“Resort” means the Riverside R.V. Park and includes the Primary Resort Property, the Lodge Lands and Premises, and the Common Amenities;

“R.V.” or “Recreational Vehicle” means a vehicle, recreational vehicle or trailer equipped with living space and amenities found in a home, including:

- (a) a motor home as defined in the *Motor Vehicle Act* of British Columbia;
- (b) a trailer as defined in the *Motor Vehicle Act* of British Columbia so long as the trailer was designed for recreational purposes, including accommodation;
- (c) a Park Model that meets the definition of a Park Model under CAN/CA Z241 so long as the Park Model Recreational Vehicle is approved by the Canadian Standards Association (CSA); and
- (d) Recreational Vehicle or R.V. does not include a truck camper which is not on a truck.

“R.V. Site” means a site as shown on the explanatory plan attached to these bylaws as Schedule “A”.

“Secretary” means a Person elected to the office of secretary of the Society in accordance with these Bylaws;

“Society” means the “Riverside RV Park Society”

“Special Resolution” means:

- (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (a) in person at a duly constituted General Meeting,
 - (b) by Electronic Means in accordance with these Bylaws, or
 - (c) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting, This statement conflicts, when is a special resolution used, and when is an ordinary resolution used. Needs further discussion and understanding.

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; If everyone agrees to a resolution in writing, it is passed as though it were a general meeting. Difference between an ordinary resolution is majority, and special is by 2/3rds. An ordinary resolution is used all the time except for passing of a bylaw when a special resolution is used....is this correct?

“Treasurer” means a Person elected to the office of treasurer of the Society in accordance with these Bylaws; and

“Vice-President” means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws.

1.2 Societies Act Definitions

Except as otherwise provided, the definitions in the *Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.4 Conflict with Act or regulations

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.

2. MEMBERSHIP

2.1 Membership

- (1) Membership in the Society is restricted to:
 - (a) those Persons who are Members on the date these Bylaws come into force; and
 - (b) those Persons whose subsequent application for admission as a Member and are accepted in accordance with these Bylaws.

2.2 Eligibility and Requirement for Membership

- (1) Any Person who:
 - (a) Is a Registered Owner of a Fractional Interest;
 - (b) Is a party to contract of purchase and sale for a Fractional Interest where the only condition precedent is conditional acceptance into membership in the Society; and
 - (c) Is interested in advancing the purposes and supporting the activities of the Society

may apply for membership in the Society.

- (2) Where there is more than one Registered Owner of a Fractional Interest, only the first person registered on title in the Land Titles Office is entitled to apply for membership *unless* all Registered Owners on title to the Fractional Interest:

- (a) designate another of their number in writing to hold the membership associated with their Fractional Interest; and
 - (b) provide that written designation to the Society's Secretary.
- (3) A person may only have one membership in the Society despite owning two or more Fractional Interests.

2.3 Non-Voting Memberships

A person who is on title to a fractional interest but is not a Member of the Society may apply for a non-voting membership in the Society provided that the existing Member agrees in writing.

2.4 Application for Membership

- (1) An eligible Person may apply to the Society to become a Member by:
 - (a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society;
 - (b) submitting the membership fee as it is from time to time as advised by the Board;
 - (c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.
 - (d) An application for membership must include the payment of applicable membership fees, if any and an undertaking to pay any outstanding Maintenance Fees and other charges due and owing to the Society by the departing member.
- (2) The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

2.5 Reviewing and Acceptance of Application

- (1) The Board will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

- (2) The Board may grant an applicant conditional approval of membership where the only condition to be met by the applicant is registration in the local Land Title office of a Fractional Interest.
- (3) Where conditional membership is granted herein, the Board shall enter the applicant's name in the registrar of members upon the applicant providing evidence sufficient to ascertain that the applicant is on title to a Fractional Interest and a signed R.V. Site Agreement.
- (4) The Board may, by entering the Person's information into the register of members, and on the payment of any Membership fees, accept that Person as a Member as determined in accordance with these Bylaws.

2.6 Refusal

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.7 Membership Period

A period of membership will commence on the date a Person's name is entered into the register of members and will conclude on a withdrawal or termination from membership.

2.8 Cessation of Membership

A Person will immediately cease to be a Member:

- (1) upon the date which is the later of:
 - (a) the date of delivering his or her resignation in writing to the Secretary or to the Address of the Society;
 - (b) the effective date of the resignation stated thereon; and
 - (c) upon the date of transfer of the Member's Fractional Interest.
- (2) upon the date which is thirty (30) days from the date on which such Member ceases to be in good standing;
- (3) upon his or her expulsion;
- (4) upon his or her death; or
- (5) In the case of a corporation, upon the dissolution of that corporation.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

In addition to any rights conferred by the *Act*, a Member in good standing has the following rights and privileges of membership:

- (1) to receive notice of, and to attend, all General Meetings;
- (2) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (3) except for non-voting members, to exercise a vote on matters for determination at General Meetings;
- (4) may participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time; and
- (5) make use of the Park Facilities and Common Amenities along with the Member's family, guests and invitees.

3.2 RV Sites

- (1) The Board (or its delegate) will assign one R.V. Site to each Member for that Member's exclusive use for as long as that Person remains a Member and Member in Good Standing subject always to the Bylaws, Rules and Regulations.
- (2) The R.V. Site assigned by the Board will be the R.V. Site formerly occupied by the person(s) from whom the Member acquired their Fractional Interest.

3.3 R.V. Site Agreement

Prior to becoming a member of the Society, the Member must sign and submit an Occupancy Certificate to the Board in a form to be determined by the Board from time to time.

3.4 Certificates of Possession Abolished

All Certificates of Possession issued by the Society are abolished upon the coming into force of these Bylaws and are replaced by Occupancy Certificates.

3.5 Maintenance Fees

The Member must pay Maintenance Fees as they are determined pursuant to these Bylaws.

3.6 Standing of Members

(1) All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay Maintenance Fees, or any other amounts due and owing to the Society and such Member is not in good standing so long as such amounts remains unpaid; or
- (b) has breached a condition of these Bylaws and has failed to rectify the breach within fourteen (14) days of receiving written notice of the breach from the Society.

3.7 Member not in Good Standing

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, but is suspended from all of the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

3.8 Compliance with Constitution, Bylaws, Rules and Regulations

Every Member will, at all times:

- (1) uphold the Constitution and comply with these Bylaws, the rules and regulations of the Society that have been properly passed from time to time as if they were a part of these Bylaws; A breach of the Rules or Regulations is a breach of these Bylaws;
- (2) abide by such codes of conduct and ethics adopted by the Society; and
- (3) further and not hinder the purposes, aims and objects of the Society.

3.9 Expulsion or Resignation of Member

- (1) A Member may be expelled by a Special Resolution.
- (2) Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

- (4) Upon the expulsion, resignation or other cessation of membership, the Member no longer has any right whatsoever to occupy the R.V. Site assigned to the Member by the Society and the Member must immediately (or so soon thereafter as may be determined by the Board) vacate the R.V. Site assigned to the Member removing all possessions and vehicles from the R.V. Site and having no right to enter into or onto the Resort except as an invitee or guest.
- (5) Despite expulsion, resignation or other cessation of membership, the former Member remains obligated to contribute to the property taxes as provided in these bylaws and pay any other amounts due based on the former Member's Fractional Interest for as long as the former Member owns the Fractional Interest.

3.10 Sale of Fractional Interest

- (1) Where a member is expelled from Membership, resigns from Membership or otherwise ceases to be a Member, the Society:
 - (a) At the Society's option, will have the right to market and sell the former Members Fractional Interest including any personal property, park models and additions left on the RV Site as the authorized agent of the former Member and any other Person on title to the Fractional Interest unless the former Member takes reasonable steps to sell the Fractional Interest; and
 - (b) on the sale of the Fractional Interest by the Society, the Society may deduct all costs incurred by the Society associated with the sale of the Fractional Interest including realtor fees, actual legal fees and unpaid Maintenance Fees with all adjustments.

3.11 No Distribution of Income to Members

The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its stated purposes.

3.12 Transfer of Membership

- (1) A transfer document of any Membership in the Society must:
 - (a) be in writing;
 - (b) be executed and dated both by the transferor and transferee,

and the transferor remains the holder of the Membership until the name of the transferee is entered in the register of members.

(2) Memberships in the Society may be transferred in a form approved by the Directors.

(3) A transfer of Membership does not take place until:

- (a) a properly executed transfer document has been delivered to the Society;
- (b) any amount owing by the Member to the Society has been satisfied;
- (c) the transfer has been authorized by the Directors, who in their discretion may approve or refuse; and
- (d) the name of the transferee is entered in the register of members.

3.13 Procedure on death of a member

(1) The person entitled to the Fractional Interest of deceased member, on providing proof satisfactory to the Directors of the death of the member and the person's entitlement, may:

- (a) if the person is not a member apply for membership in the Society; or
- (b) sell the fractional interest.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the *Act*, as the Board decides.

4.2 Annual General Meetings

An Annual General Meeting will be held at least once in every calendar year and in accordance with the *Act*.

4.3 General Meeting

Every General Meeting other than an annual general meeting is a general meeting.

4.4 Calling of a General Meeting

The Society will convene a General Meeting by providing notice in accordance with the *Act* and these Bylaws in any of the following circumstances:

- (1) at the call of the Chair;
- (2) when resolved by Board Resolution; or
- (3) when such a meeting is requisitioned by the Members in accordance with the *Act*.

4.5 Notice of General Meeting

- (1) The Society will, subject to these Bylaws, send notice of every General Meeting to:
 - (a) each Member shown on the register of Members on the date the notice is sent;
and
 - (b) the auditor of the Society (should one be appointed),

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

- (2) No other Person is entitled to be given notice of a General Meeting.

4.6 Contents of Notice

- (1) Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.
- (2) If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Business Required at Annual General Meeting

The business at an AGM is to:

- (1) Elect a chair, if required;
- (2) Determine if there is a quorum;
- (3) Adopt Rules of Order;
- (4) Approval the Agenda;
- (5) Consider the minutes of the last AGM and any intervening general meetings;
- (6) Consider the report of the Board on its activities and decisions since the last AGM;
- (7) Receive the financial statements for the previous financial year, and the auditor's report (if any) on them;
- (8) Appoint an auditor, if any;
- (9) Business arising out of financial statements, the auditor's report if one is appointed, the report of the Board, and any matter about which notice has been given in the notice of the meeting;
- (10) Approve the budget;
- (11) Special resolutions, if any, of which notice has been given as required by the *Act* and the Bylaws;
- (12) Any Members' proposals under Section 81 of the *Act* and
- (13) Elect the directors;
- (14) Adjourn

5.2 Other Business at Annual General Meeting

The annual general meeting may include other business as determined by the Board in its discretion.

5.3 Financial Statements at Annual General Meeting

The financial statements presented to an AGM must comply with the *Act*.

5.4 Electronic Participation in General Meetings

- (1) The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.
- (2) When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.
- (3) Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.5 Rules of Order

Subject to the *Act* and these Bylaws, a General Meeting may adopt Rules of Order.

5.6 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.7 Quorum

A quorum at a General Meeting is

- (a) ten percent of Members present or represented by proxy; and
- (b) within the quorum, there must be not less than ten percent of Resident Members present or represented by proxy;

or such greater number that the Members may determine at a general meeting.

5.8 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any

other case it will stand adjourned to the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.9 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.10 Chair

- (1) The President (or, in the absence or inability of the President, the Vice-President) will, subject to Board Resolution appointing another Person, preside as chair at all General Meetings.
- (2) If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chair at that meeting.

5.11 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

5.12 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.13 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

5.14 Resolutions

A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.

5.15 Participation by Members Not in Good Standing

Members not in good standing may attend a general meeting but may not participate in the proceedings.

5.16 Uncooperative Behaviour

A Member or Registered Owner whose behaviour in a General Meeting, in the opinion of the Chair of the General Meeting is abusive, threatening or inordinately disruptive to the decorum or good order of the General Meeting, may be directed by the chair of the Meeting to leave the venue accommodating the General Meeting and such Member or Registered Owner shall immediately vacate the venue.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the *Act*, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. Members not in good standing are not entitled to vote.

6.3 Proof of Entitlement

The chair of any meeting of Members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand

from that person production of evidence as to that person's eligibility to vote.

6.4 Vote by Mail

The Board shall in conjunction with an Annual General Meeting or may in conjunction with or in lieu of an General Meeting of the Society elect to circulate among the members a Ballot canvassing the Vote of the Member with respect to those items set out on the Ballot as follows:.

- (1) The Ballot and two preaddressed envelopes with instructions on how to return ballots shall be mailed by first class mail or delivered by the Society to every Member not less than 14 calendar days prior to the deadline for voting. In order to preserve confidentiality, a Member voting in this fashion may not be identified by name, address, or lot number on the Ballot.
- (2) The Ballot itself is not signed by the Member, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the Member shall sign the Member's name, indicate the Member's name, and indicate the Member's address and Lot number to which the Member's fractional interest relates.
- (3) The second envelope is addressed to the Secretary of the Society who will be tallying the votes. The second envelope may be mailed to the Society at its address or, at the option of the Member, delivered to the Society's office located at the Resort but must be received by the Society no later than the default date set out on the Ballot.
- (4) Each Ballot received by the Secretary of the Society shall be treated as a Member present at a General Meeting of the Society for the purposes of satisfying the provisions of By-Law 5.7.
- (5) If the Ballot solicits a vote on proposed amendments to the By-Laws of the Society, the text of the proposed amendments shall be delivered to the Member with the Ballot.
- (6) The form of the Ballot shall be determined by the Board.
- (7) A signed Ballot shall not invalidate the Ballot.
- (8) Notwithstanding the foregoing procedure, the Member shall have the option to scan and return the completed Ballot so long as the Member has signed, scanned and returned the form accompanying the Ballot, with the Ballot and has provided to the Society his/her Membership number

6.5 Voting Methods

- (1) Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:
 - (a) by show of voting cards;
 - (b) by written ballot; or
 - (c) by vote conducted by Electronic Means.
- (2) Where a vote is to be conducted by show voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.6 Corporate Voting

- (1) In the case of a Member that is a corporation, the corporation shall identify its authorized representative in writing to the Secretary for the purposes of participating in meetings of Members of the Society. At its election, a corporate Member may:
 - (a) furnish the Secretary with a standing designation in writing as to the corporation's authorized representative in respect of its Membership; or
 - (b) on receipt of notice of a meeting of Members, furnish the Secretary with the name of its authorized representative pursuant to the proxy rules set out in these bylaws.

6.7 Corporate Participation

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 shall be considered to be as a Member for all purposes with respect to a meeting of the Society.

6.8 Voting by Proxy

- (1) Voting and otherwise participating in a meeting of Members by proxy is permitted where a Member gives written notice of his or her proxy in the prescribed form to the Secretary in accordance with these bylaws, except:
 - (a) the proxy must be a Member;
 - (b) no one shall carry more than eight proxies;
 - (c) a proxy may not carry another proxy; and
 - (d) a proxy is valid for only one meeting and any adjournment thereto.
 - (e) The member shall instruct the Proxy as to how to cast his or her vote in support of any resolution presented at the Meeting.
- (2) To be represented at a meeting of Members by proxy, the Member wishing to be so represented must ensure his or her proxy form is brought to the meeting by the proxy holder prior to the time of the meeting (or any adjournment thereof).
- (3) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding:
 - (a) the previous death or incapacity of the Member; or
 - (b) revocation of the proxy or of the authority under which the proxy was executed;provided no intimation in writing of the death, incapability, or revocation has been received at the registered office of the Society or by the Chair of the meeting before the vote was given.

6.9 Form of Proxy

A proxy must be either in the following form or in any other form approved by the directors or the chair of the meeting:

To: Riverside RV Society

The undersigned, being a Member of the above-named Society, hereby appoints

_____, Lot # _____ or, failing that
person, _____ Lot # _____, as
proxy holder for the undersigned to attend, act and vote for and on
behalf of the undersigned at the meeting of members to be held on the ____ day of
_____,
_____, and at any adjournment of that meeting. Signed
this _____ day of __, _____.

Member's Name

Signature of Member / Authorized Signatory (in the case of a corporate
Member) Lot #.....

6.10 Revocation of Proxy.

A Member may revoke his or her proxy by delivering notice of the revocation in writing to the registered office of the Society at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used.

6.11 Scrutineers

Scrutineers shall be appointed by the Board for any meeting of the membership that requires a vote. The purpose is for ballot counting to ensure voting integrity. A Scrutineer cannot be a family member of a Member seeking election or a Member subject to expulsion or a current director. Scrutineers must comply with all relevant election laws and directives from the Board. The Secretary, a Director or a Member appointed by the Board shall oversee the Scrutineer's conduct, ensure adherence to regulations, and address disputes or procedural issues during the election process. The Board is authorized to remove any Scrutineer acting disruptively or contrary to this bylaw.

6.12 Results Declared by Chair

The Chair must announce the outcome of each vote, which must be recorded in the minutes of the meeting. Whenever a vote by show of voting cards is taken on a question, a declaration by

the Chair of the meeting that the vote on the question has been carried or not carried shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour or against any resolution in respect of the question, and the result of the vote so taken is the decision of the Members.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Duties of Directors

Pursuant to the *Act*, every Director will:

- (1) act honestly and in good faith with a view to the best interests of the Society; and
- (2) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

7.3 Persons disqualified to Act as Director

No person may become a Director or continue to be a Director if that person or Director:

- (1) is under the age of 18 years;
- (2) is found by a court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (3) is an undischarged bankrupt;
- (4) is convicted of an offence in connection with the promotion, formation, or management of a corporation or of an offence involving fraud;
- (5) is not a member of the Society;
- (6) is not an authorized representative of a corporation that is a Member of the Society;
- (7) is indebted to the Society for any amount other than:

- (a) current month's Maintenance Fees, levies, property taxes, fines; or
 - (b) an amount other than Maintenance Fees, levies, property taxes, fines, and payment is being made in accordance with a plan approved by the Directors;
- (8) is removed in accordance with these Bylaws;
- (9) dies;
- (10) resigns in writing;
- (11) is absent from three consecutive regular meetings of the Directors without the consent of the Directors;
- (12) resides with a person who is serving as a Director at the same time, in which case the office of the Director last elected or appointed will be vacated;
- (13) has entered into a contract directly with the Society as an employee or contractor;
- (14) is a shareholder, director, or employee of a corporate entity with which the Society enters into a contract; or
- (15) resides with or is related by blood or marriage to a person who accepts a position as an employee or contractor of the Society.

7.4 Composition of Board

- (1) The Board will be composed of a minimum of three (3) and a maximum of nine (9) Directors, each of whom will be elected by Majority Vote or appointed in accordance with these Bylaws.
- (2) Where:
 - (a) less than fifty percent of Members are Resident Members, at least two Directors must be elected or appointed from among the Resident Members;
 - (b) more than fifty percent of Members are Resident Members, at least 40 percent of the Directors must be elected or appointed from among the Resident Members unless there is an insufficient number of Resident Members willing to serve as Directors;

- (3) Before standing for election or appointment to serve as a Director, every person must declare in writing or in person at the meeting at which the election or appointment takes place that they consent to serve as a Director and that they are qualified to act as a Director.
- (4) Directors will serve without remuneration and a Director must not receive, directly or indirectly, any profits from their position as Director but, in accordance with Policies approved by the members, a Director may be paid reasonable expenses incurred in the performance of their duties as Director.

7.5 Election at Annual General Meeting

At every Annual General Meeting, the Directors will be elected to fill the vacancies of Directors whose terms are expiring and any other vacancies as may then exist.

7.6 Nomination of candidates

A member may nominate a candidate for Director, or a member may volunteer to be a nominee for Director, either before or at a meeting at which Directors are to be elected. A member who is not present at the meeting may not be nominated unless that member has consented in writing to act as a Director.

7.7 Election procedure if there are more candidates than vacancies

If the number of candidates in an election for Directors exceeds the number to be elected:

- (1) there must be an election by secret ballot;
- (2) Directors must be elected by Majority Vote; and
- (3) the chair must declare elected the candidates receiving the highest number of votes up to the number of Directors to be elected.

7.8 Election procedure if there are not more candidates than vacancies

Directors elected must be elected by Majority Vote.

7.9 Terms decided by number of votes

If the positions to be filled by election are for different terms, the chair shall declare the candidates receiving the highest number of votes elected to serve for the longer terms.

7.10 If two or more candidates receive equal number of votes for last vacancy

If two or more candidates receive an equal number of votes for the last vacancy on the Board, those candidates may agree on who will fill the vacancy, but if they cannot agree, there will immediately be a run-off election by secret ballot between those candidates. If the run-off election results in a tie vote, the last vacancy shall be decided by lot.

7.11 When term of office of Directors ends

The term of office of a Director ends at the end of the Annual General Meeting at which a replacement is to be elected.

7.12 Term of office of Directors

In the election of Directors:

- (1) held at the first Annual General Meeting after these Bylaws come into effect, half of the Directors (rounded up in the case of an odd number of Directors) must be elected for a term of two years and the remainder must be elected for a term of one year; and
- (2) held at each subsequent Annual General Meeting, the Directors must each be elected for a term of:
 - (a) one year, if the Director is completing the term of a Director who vacated their office in the first year of their two-year term; or
 - (b) two years, in a manner to ensure that no more than a simple majority of Directors is elected for a term of two years at any Annual General Meeting.

7.13 Vacancies of the Board

- (1) Despite any vacancy on the Board,

(a) if and so long as the number of continuing Directors constitutes a quorum of the Board, the continuing Directors may:

- (i) continue to function without filling the vacancy; or
- (ii) appoint a qualified member to fill the vacancy; or
- (iii) call a general meeting and hold a by-election to fill the vacancy;

which new Director in either case will hold office for the balance of the term of vacating Director; or

(b) if the number of continuing Directors does not constitute a quorum of the Board, the continuing Directors may appoint qualified members as Directors for the purpose of increasing the number of Directors for the sole purpose of calling a general meeting in order to hold a by-election by secret ballot to fill the vacancy.

(2) An appointed director serves only until the next AGM

(3) The Board shall not appoint a person to the Board under this section if that person did not receive a Majority Vote in an election of the directors at the last Annual General Meeting.

7.14 Removal of Director

A Director may be removed before the expiration of the Director's term of office by a Special Resolution. The Director, if any, who is to fill the vacancy, must be elected by the members at a general meeting. A Director who is removed from office pursuant to these Rules:

- (1) may not run again for office at the next general meeting at which there is an election of directors; and
- (2) may not be appointed by the Directors for two years after removal from office.

7.15 Validity of Acts of Directors

Every act of a Director of the Society is valid, despite any defect in the Director's appointment, election, or qualification.

7.16 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the *Act* or these Bylaws.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

8.1 Powers of Directors

- (1) The Board 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 Members in General Meeting, but nevertheless subject to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these Bylaws and the Constitution; and
 - (c) any board policies enacted for the good governance of the Society.
- (2) Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

8.2 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

8.3 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

8.4 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.5 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1 Regulation of meetings

Subject to the *Act* and these Rules, the Directors may meet together to conduct business, adjourn, and otherwise regulate their meetings, as they consider appropriate. The directors must meet together no less than once per month.

9.2 Time and place of meetings

Meetings of the Directors must be held at the time and place in British Columbia that they determine is appropriate, and if they don't determine the time and place, the president or any two Directors may make that determination. The Directors shall meet at least once per month to conduct business unless circumstances prevent the same.

9.3 Who may call meetings

The president may, and the secretary of the Society on the written request of three Directors must, call a meeting of the Directors at any time.

9.4 Quorum of the Board

The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be a majority of the of director then elected.

9.5 Participation by Electronic Means

- (1) The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.
- (2) When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.6 Meeting valid despite failure to give notice

The accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any notice by, a Director does not in itself invalidate any proceedings at that meeting.

9.7 Chair

Every meeting of the Directors will be chaired by:

- (1) the president; or
- (2) the vice-president, if the president is absent, unable, or unwilling to chair the meeting, unless the majority of the Directors choose another person who need not be a Member, to be the chair.

9.8 Voting at meetings

Questions arising at any meeting of the Directors are to be decided by a majority of votes, unless the *Act* or these Rules require otherwise, and in the case of an equality of votes, the motion is defeated.

9.9 Minutes of the Directors' meetings

The Directors must cause minutes of the following to be filed in books provided for the purpose:

- (1) all appointments of Officers made by the Directors;

- (2) the names of the Directors present at each meeting of Directors or of any committee of Directors; and
- (3) all resolutions and proceedings at all meetings of the Directors, or any committee of Directors.

9.10 Recording Directors' attendance at meetings

A Director who is present at a meeting of the Directors or of a committee of Directors must have their attendance noted in the minutes or sign their name in a book kept for that purpose, but a failure to note or sign does not invalidate the meeting.

9.11 Transaction of business by written resolution

A resolution of the Directors consented to in writing by all Directors shall have the same force and effect as if passed at a duly constituted meeting of the Directors and the written consent of the resolution must be kept with the minutes of proceedings of the Directors.

9.12 Director Conflict of Interest

- (1) A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:
 - (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
 - (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - (c) is not entitled to vote on the contract, transaction or matter;
 - (d) will absent himself or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information;
 - (ii) in any case, during the vote on the contract, transaction or matter; and
 - (iii) refrain from any action intended to influence the discussion or vote.

- (2) The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the *Act* or these Bylaws.

9.13 Not a Prohibition

Nothing in these bylaws preclude any officer who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Society.

10. OFFICERS

10.1 Appointment of Officers

The Directors must appoint, by resolution, Officer position of President, Vice-President, Treasurer, and a Secretary of the Society from among the Directors.

10.2 President

The President:

- (1) presides at all meetings of the Society and of the Directors;
- (2) is the chief executive officer of the Society and must supervise the other officers in the execution of their duties;
- (3) sees that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept;
- (4) shall promptly file on behalf of the Society all reports that have to be filed as required by the *Society Act* or other law.
- (5) In the absence of the Secretary at a meeting, shall appoint another person to act as Secretary at the meeting.

10.3 Vice-President

The Vice President must carry out the duties of the President during the President's absence.

10.4 Secretary

The Secretary shall:

- (1) conduct the correspondence of the Society;
- (2) issue notices of meetings of the Society and the Board;
- (3) attend all meetings and records all votes and minutes of all meetings of the Society and the Board;
- (4) have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- (5) have custody of the common seal of the Society;
- (6) maintain the register of Members including the full name and residential address of each Member, the date on which a person is admitted as a Member, any allotment in respect of Common Amenities assigned to the Member by the Society pursuant to the rules and regulations, and the date on which a person ceases to be a Member.

10.5 Treasurer

The Treasurer shall:

- (1) keep such financial records, including books of account, as are necessary to comply with the *Society Act*, including records of:
 - (a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society;
 - (c) every other transaction affecting the financial position of the Society;
- (2) ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds; and
- (3) tender financial statements to the Board, the Members, the auditor (if any), and others when required.

10.6 Remuneration and terms of office of Officers

Officers will serve without remuneration and the term of office of an Officer will be determined by resolution of the Directors.

10.7 Reimbursement

A Director or officer may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

10.8 Removal of Officer from their position

The Directors, at their discretion, may remove any Officer from their position by a resolution of the Directors.

11. INDEMNIFICATION

11.1 Indemnification of Directors and Eligible Parties

Subject to Bylaw 11.3 and the provisions of the *Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:

- (1) is or may be joined as a party to such legal proceeding or investigative action; or
- (2) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

11.2 Advancement of Expenses

To the extent permitted by the *Act* and subject to Bylaw 11.3, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may, in the discretion of the Board, be advanced by the Society prior to the final disposition thereof, and upon receipt of an undertaking satisfactory in form and amount to the Board from or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.

11.3 Indemnification Prohibited

Notwithstanding Bylaws 11.1 and 11.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:

- (1) has already been reimbursed for such expenses;
- (2) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (3) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
- (4) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

11.4 Indemnification not Invalidated by Non-Compliance

The failure of an Eligible Party to comply with the provisions of the *Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this Part 11.

11.5 Approval of Court

The Society may apply to the court for any approval to the extent such approval is required by the *Act* or otherwise to ensure that the indemnities herein are effective and enforceable.

11.6 Indemnification Deemed Term

Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnity.

11.7 Purchase of Insurance

The Society must purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

12. COMMITTEES

12.1 Committees of Directors

The Directors may delegate any of their powers to committees consisting of one or more Directors as they think fit and any committee to whom powers are delegated shall, in the exercise of its powers so delegated, conform to any policies that may be imposed by the Directors and must keep the records required of them under these Bylaws

12.2 Advisory committees

The Directors only may appoint advisory committees consisting of a member or members of the Society and may assign duties and responsibilities to those committees that are not inconsistent with the *Act* and these Bylaws and may make policies governing their conduct.

12.3 Duty of advisory committees to report to the Directors

Advisory committees report to, and serve at the pleasure of, the Directors

13. EXECUTION OF INSTRUMENTS

13.1 Seal

The Society will have a corporate seal.

13.2 Execution of Instruments

(1) Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

(a) by the Chair, together with one (1) other Director, or

(b) in the event that the Chair is unavailable, by any two (2) Directors, one of whom must be an Officer,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

- (2) The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14. FINANCIAL MATTERS

14.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the *Act* and applicable laws.

14.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

14.3 Restrictions on Borrowing Powers

Any borrowing under Bylaw 14.2 must first be authorized by a resolution of the Board.

14.4 Audit Not Required

The Society is not required to have an auditor but may have an auditor if the members call for the appointment of an auditor by special resolution at a general or annual general meeting and if so appointed, the terms of that appointment are as set out herein.

14.5 Appointment of Auditor at Annual General Meeting

An auditor appointed under these Bylaws will hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the *Act* or until the Society no longer wishes to appoint an auditor.

14.6 Vacancy in Auditor

Except as provided in Bylaw 14.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

14.7 Removal of Auditor

An auditor may be removed during the auditor's term and replaced by Ordinary Resolution in accordance with the procedures set out in the *Act*.

14.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

14.9 Auditor's Report

The auditor must prepare a report on the financial statements of the Society in accordance with the requirements of the *Act* and applicable law.

14.10 Participation in General Meetings

- (1) The auditor is entitled in respect of a General Meeting to:
 - (a) receive every notice relating to the meeting to which a Member is entitled;
 - (b) attend the meeting; and
 - (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.
- (2) An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report and any other matter relating to the auditor's duties or function.

14.11 Ending the Auditor Role

The Society may at any time end the role of the auditor appointed herein by an ordinary resolution of the members at an annual or general meeting.

15. OPERATIONAL EXPENSES OF THE SOCIETY

15.1 Maintenance Fees

To meet the Society's expenses in respect of the Resort, the Board must establish, and the Members must contribute, by means of Maintenance Fees, to:

(1) an operating fund for common expenses that:

- (a) usually occur either once a year or more often than once a year,
- (b) are expenses that may occur less frequently than once a year but that are related to the repair, maintenance or replacement of the Common Amenities of the Resort; or
- (c) are necessary to obtain a Depreciation Report as that term is defined in the *Strata Property Act*.
- (d) Notwithstanding the generality of the forgoing, the operating fund for common expenses shall include all costs for administration, employee education, insurance, repair, maintenance and/or replacement of the Common Amenities, professional fee costs and the cost of electricity for all of the Common Amenities

(2) a contingency reserve fund for common expenses that:

- (a) usually occur less often than once a year or that do not usually occur;
 - (b) represent future projected common expenses related to the repair, maintenance, professional fees or replacement of the Common Amenities of the Resort, as recommended in the most recent Depreciation Report; and
- {(a) and (b) referred to as the "non capital portion"}
- (c) represent future capital expenses authorized by Special Resolution for which a "Capital Reserve Fund" is established as part of the Contingency Reserve Fund.

(3) A Waste Water Fund established by the Society under contract with the Province of British Columbia to set aside funds to repair and/or replace the Society's waste water system in compliance with the terms of such contract

15.2 Budget Preparation

The Board must prepare a budget for the coming fiscal year for approval by a resolution to be passed by a Majority Vote at each annual general meeting. The proposed budget must be distributed with the notice of the annual general meeting pursuant to the Bylaws and must be accompanied by a financial statement.

15.3 Recommending the Maintenance Fees for Approval

Maintenance Fees will be recommended at least annually by the Board for presentation to the General Meeting. When setting the Maintenance Fees, the Board may consider the following matters:

- (1) the annual budget for the common expenses related to operation of the Park Facilities;
- (2) the allocation of 1/133 of the annual expenses in relation to the Park Facilities to the Members;
- (3) the annual contribution required to the contingency reserve fund;
- (4) the capital required for any new Common Amenities approved by the Members at an Annual General Meeting; and
- (5) the annual contribution, if any, required to be made to the Waste Water Fund contemplated by By-Law 16.1(3).

15.4 Contingency Reserve Fund

- (1) As part of an annual budget process, the Board must determine the amount of the annual contribution to the contingency reserve fund as follows:
 - (a) if the amount of money in the contingency reserve fund is less than 25 percent of the estimated operating expenses for the next 12 month period in the Society's budget, the annual contribution to the contingency reserve fund must be at least 10 percent of the total contribution to the operating fund for the 12 month period covered by that budget;
 - (b) if the amount of money in the contingency reserve fund is at least 25 percent but less than 100 percent of the estimated operating expenses for the next 12 month period set out in Society's budget, the annual contribution to the contingency reserve fund under that budget may be of any amount the Board, acting reasonably, considers prudent;

- (c) if the amount of money in the contingency reserve fund is equal to or greater than 100 percent of the estimated operating expenses for the next 12 month period in the Society's budget, any contribution to the contingency reserve fund must be approved by a resolution passed by a special resolution of members at an annual general meeting or a special general meeting.
- (2) The Board must account for money in the contingency reserve fund separately from the Society's other money. The Board must invest all of the money in the contingency reserve fund in insured accounts with savings institutions in British Columbia or in investments permitted under the *Strata Property Act*. Any interest or income earned on the money in the contingency reserve fund becomes part of the fund.

15.5 Payment of Maintenance Fees

A Member must pay Maintenance Fees as advised by the Board that have been approved by the Members at a General Meeting to the Society on or before the first day of the month to which the Maintenance Fees relate.

15.6 Failure to Approve Budget at General Meeting

If a budget is not approved at an annual general meeting, the Board must within 30 days, or such longer period as approved by ordinary resolution at the meeting, prepare a new budget and place it before a special general meeting for approval by ordinary resolution of the members of the Society.

15.7 Interim Budget

If a fiscal year to which a budget relates ends before a new budget is approved, the Member must, until the new budget is approved, continue to pay to the Society the same Maintenance Fees that they were required to pay under the previous budget.

15.8 Interim Spending

Until a new budget is approved, the Society may spend money out of the operating fund only in accordance with section 16.10 or:

- (1) on the type of expenses that are set out in the previous budget and that usually occur once a year or more often than once a year, and

- (2) up to the maximum amount set out in the previous budget for each category of expense.

15.9 Restrictions on Spending CRF

The Society must not spend money from the contingency reserve fund unless the expenditure is:

- (1) Consistent with the purpose of the fund as set out in 16.1(1)(b); and
- (2) Approved or authorized as follows:
 - (a) The expenditure is first approved by a resolution passed by a Majority Vote at an annual or special general meeting of the Society if the expenditure is related to unexpected professional fees, or the repair, maintenance or replacement of any of the Common Amenities of the Resort as recommended in the most current member approved Infrastructure Report; or
 - (b) By Special Resolution at an Annual or General meeting if the expenditure is not described in clause i above.

15.10 Restriction on Spending the Operating Fund

The Society must not spend money from the operating fund contemplated by Article 16.1(1) of these by-laws unless the expenditure is first authorized in the Society's annual budget or approved by a Majority Vote at an Annual General or Special General meeting of the members of the Society unless the provisions of Article 16.8 of these By-Laws apply.

15.11 Emergency Expenditures

If a proposed expenditure has not been put forward for approval in the Budget or otherwise authorized by ordinary resolution at an Annual or Special General Meeting of the Members of the Society, the Society may only make the expenditure from the operating fund or contingency reserve fund if there are reasonable grounds to believe that an immediate expenditure is necessary to ensure safety or prevent significant loss or damage, physical or otherwise, but any expenditure must not exceed the minimum amount needed to ensure safety or prevent significant loss or damage.

15.12 Inform Members

The Board must inform Members as soon as feasible about any expenditure made under Bylaw 16.11.

15.13 Budget Surplus

Contributions to the operating fund which are not required to meet the Society's operating expenses accruing during the fiscal year to which the budget relates must be dealt with in one or more of the following ways, unless Members determine otherwise by a resolution passed by a 3/4 vote at an annual or special general meeting:

- (1) transferred into the contingency reserve fund;
- (2) carried forward as part of the operating fund, as a surplus; or
- (3) used to reduce the total contribution to the next fiscal year's operating fund.

15.14 Budget Deficit

If the Society's operating expenses exceed the total contribution to the operating fund, the deficit must be eliminated during the next fiscal year.

15.15 Inform Members

Within two weeks following the annual or special general meeting at which a budget is passed, the Secretary must inform Members of any changes to their Maintenance Fees resulting from the new budget.

15.16 Special Levies

The Society may raise money from the Members by means of a special levy approved by special resolution at an annual or special general meeting of Members. Any special levy must be calculated as follows:

- (1) The obligation of the Member to pay the special levy will be pro rata based on the Member's Fractional Interest; or
- (2) in another way that establishes a fair division of expenses for that particular levy, in which case the levy must be approved by a resolution passed by a unanimous vote of Members at an annual or special general meeting.

15.17 Special Levy Requirements

The resolution to approve a special levy must set out the following:

- (1) the purpose of the levy;
- (2) the total amount of the levy;
- (3) the method used to determine each Member's share of the levy;
- (4) the amount of each Member's share of the levy; and
- (5) the date by which the levy is to be paid or, if the levy is payable in instalments, the dates by which the instalments are to be paid.

15.18 Use of Special Levy

The Board must:

- (1) use the money collected by special levy for the purpose set out in the resolution; and
- (2) inform Registered Owners about the expenditure of the money collected.

15.19 Special Levy Surplus

If the amount collected for the special levy exceeds that required, or for any other reason is not fully used for the purpose set out in the resolution, the Society must return the money to the owners in amounts proportional to their contributions unless the sums in excess amount to less than \$100 per Fractional Interest.

15.20 Property Taxes

- (1) The Registered Owner(s) of each R.V. Site will be assessed annually by the British Columbia Assessment Authority (either directly or indirectly by the Society) for its share of taxes attributable to Park Infrastructure as well as taxes attributed to the value of the land and any improvements on the R.V. Site.
- (2) Upon receipt of the annual assessment from the British Columbia Assessment Authority and the Rural Property Tax Notice from the Surveyor of Taxes, the Society shall provide each Member with a notice setting out the amount due for the taxes attributable to the Member's R.V. Site and for the Member's share of taxes attributable to Lot 2.

- (3) Members shall pay their share of the taxes assessed to the Society on or before June 15 each year. If any portion of the assessed taxes attributable to a R. V. Site is not paid to the Society by the Member by June 15, the Member shall be in arrears to the Society and remain responsible for paying all penalties and interest charged to the Society by the local authority for collecting taxes.
- (4) Members are required to pay their equal proportionate share of the Lot 1 property taxes which are collected by way of the operating budget.

15.21 No Refund on Sale

On the sale of a Fractional Interest, the Member is not entitled to a return of contributions to the contingency reserve fund.

15.22 Transfers Between Funds

The Board may lend money in the contingency reserve fund to the operating fund as permitted under the *Strata Property Act*.

15.23 NSF and Stop Payment of Maintenance Fee

If a Member's payment to the Society is returned due to NSF, or if a Member requests a stop payment on any transaction related to Society activities or obligations, the Member shall be responsible for paying any bank charges or fees associated with the failed transaction along with an administrative fee of at least \$25 of which the Board may change at their discretion.

15.24 Interest on Maintenance Fees and Special Levies and Fines

Maintenance Fees and special levies that are not paid by the due date shall bear interest at a rate of ten percent per annum, compounded annually.

15.25 Incidental Income

- (1) The Society receives other income on a periodic basis from the following sources:
 - (a) Rental suites, room rental;
 - (b) Laundry machines;
 - (c) Storage rental fees;
 - (d) Other miscellaneous funds received by the Society from time to time for services rendered, other rentals received, reimbursement of costs

incurred by the Society on behalf of other parties and monies received from Government or other parties by way or grant or donation.

(collectively, "Incidental Income")

- (2) All Incidental Income shall be directed to the operating fund for common expenses contemplated by Article 16(1)[a] of these by-laws.

16. DEPRECIATION REPORT

16.1 Requirement

The Society is required to obtain a Depreciation Report or updated Depreciation Report not less than once every 5 years.

16.2 Planning

The Board will use the Depreciation Report to plan for the ongoing maintenance and repair of the Resort and as a guide as to when to seek approval of special levies to raise funds for the ongoing maintenance and repair of the Resort.

16.3 Failure to Approve Special Levy

If a special levy to approve necessary repairs and maintenance recommended by the Depreciation Report is defeated, then the Board is authorized, at their absolute discretion, to make an application to the Supreme Court in the name of the Society to request orders to approve the defeated special levy as if it had been approved by the requisite majority. All costs associated with an application to the Court, including actual legal fees incurred, will be an emergency expense.

17 FINES AND PENALTIES

17.1 Maximum Fines

- (1) Except where otherwise indicated in a specific Bylaw, the Society may fine a Member a maximum of \$500.00 for each contravention of a Bylaw, Rule or Regulation.
- (2) Before issuing a fine, the Society shall provide written notice to the Member of the contravention of Bylaw, Rule or Regulation along with sufficient detail of the infraction.
- (3) The Member will have fourteen (14) days from delivery of the notice to respond in writing to the notice or to request a hearing with the Directors to review the notice.

- (4) If a hearing is requested, the Directors shall arrange for the same, either in person or by Electronic Means, at the next scheduled Directors meeting;
- (5) The directors may determine if a fine should be issued to the member following the hearing or following 14 days from delivery of the notice if a hearing was not requested.

17.2 Continuing Contravention

If an activity or lack of activity that constitutes a contravention of a Bylaw, Policy or Regulation, without interruption, for longer than seven (7) days, a fine may be imposed every seven (7) days.

18. RULES AND REGULATIONS

18.1 Adoption of Rules

The following are the policies of the Society at the time of the coming into force of these Bylaws and are hereinafter referred to as the Rules of the Society and are ratified and in full force and effect:

- (1) Board of Director Policies;
- (2) The Committee Terms of References;
- (3) The Director, Employee and Committee Chair Codes of Conduct; and
- (4) Riverside RV Park Society Rules and Regulations consolidated to May 24, 2024

and are binding on the Members but only to the extent that the Rules does not conflict with these Bylaws.

18.2 Comply with Rules and Regulations

Each Member shall comply with and cause the Member's family, guests, employees and any other person occupying or visiting the Resort to comply with all the terms, conditions and provisions:

- (1) set out in the Constitution, Bylaws the Rules and the Regulations of the Society as amended from time to time; and

- (2) all changes and additions to the aforesaid documents

to the same extent as if they were herein incorporated.

18.3 Bylaws and Rules Govern

If there is a conflict or inconsistency between the Bylaws, the Rules and the Regulations, the Bylaws govern the Rules and the Bylaws and Rules govern the Regulations.

18.4 Rules

The Directors may propose Rules or Rule amendments with respect to:

- (1) the operation and maintenance of the Society; and
- (2) the conduct of members and other persons in relation to the use and enjoyment of the Resort.

18.5 When Rules Take Effect

The Rules or amendments do not take effect until approved by an Ordinary Resolution at a general meeting.

18.6 Regulations

- (1) The directors may make regulations governing the use, safety and condition of the Resort.
- (2) All regulations, including those posted on signs, must be set out in a written document that is capable of being photocopied.
- (3) The directors must inform Members of new regulations as soon as feasible.
- (4) A regulation ceases to have effect at the first annual general meeting held after it is made, unless the regulation is ratified by a resolution passed by a Majority Vote
 - (a) at that annual general meeting, or
 - (b) at a special general meeting held before that annual general meeting.
- (5) Once a Regulation has been ratified under subsection (4), it becomes a Rule.

18.7 NO INVALIDATION

No Rule made by the Members of the Society in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

19. NOTICE GENERALLY

19.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by posting it on the door of the dwelling on the Members assigned R.V. Site, by delivery, courier or by mail posted to such Person's address as recorded in the Society's records, or, where a Member or Director has provided a fax number or e-mail address, for the purpose of receiving notices, by fax or e-mail, respectively.

19.2 When Notice Deemed to have been Received

- (1) A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.
- (2) Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

19.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

20. MISCELLANEOUS

20.1 Dissolution

In the event of winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution.

20.2 Inspection of Documents and Records

- (1) The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any current Director at reasonable times and on reasonable notice.
- (2) Members are not entitled to inspect accounting records for each of the Society's financial years.
- (3) Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the *Act*.

21. BYLAWS

21.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

21.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

21.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the *Act*.

21.4 Severability

If any provision of this bylaw is held to be invalid, illegal, or unenforceable by a court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired

THESE BYLAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____, _____

Schedule A

