

CONSTITUTION

The name of the Society is the ***Sun Village Home Owners Association***. This Society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members.

The purpose(s) of the Society are:

- a) To manage and maintain the common areas, facilities, assets and services of Sun Village for the benefit of Homeowners;
- b) To represent the interests of Homeowners living in the Sun Village Adult Community;
- c) To promote, develop and foster community spirit and good community relations within the Sun Village Adult Community
- d) To facilitate communications between the Homeowners and the Management of Sun Village Holdings Ltd.

BYLAWS

The Bylaws of the Society are those set out in Schedule 1 – Model Bylaws of the Societies Act with variations, deletions and additions approved by the Sun Village Home Owners Association Members from time to time.

1. Unless otherwise defined in Sun Village Home Owners Bylaws the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

1.1 “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.

1.2 “Society” means a Society that is incorporated, amalgamated, continued or converted under the Societies Act, or is a pre-existing Society.

1.3 “Association” means the Sun Village Home Owners Association incorporated as a Society under the Societies Act of British Columbia.

1.4. “Bylaws” means these Bylaws as altered from time to time.

a) “Association”, “Society”, and “SVHOA” are interchangeable within these Bylaws.

1.5 “Director” means an individual who has been designated, elected or appointed, as may be, regardless of the title by which the individual is called:

a) “Board of Directors” means Directors as elected or appointed pursuant to Bylaw 7.1 (a)

b) “Alternate Director” means an individual who has been designated, elected or appointed, who, in the absence of a Director, may be called upon to act as a Director, and may be designated as a Liaison to a Committee established by Directors.

1.6 “Board Liaison” is the Director or Alternate Director named as the Board Representative to each Committee in accordance with these Bylaws.

1.7 “Member” in relation to the SVHOA Society, means a person who becomes, in accordance with

the Bylaws a member of the Society, and who remains a member of the Society:

- a) "Registry of Members" means the record of Members of the Association maintained or caused to be maintained by the Secretary;
- b) "Registered Address" of a Member means their address as recorded in the Registry of Members.

1.8 "Voting Member" means a member of the SVHOA Society who is in good standing and thereby has the right to vote.

- a) "Non-Voting Member" means a Member of the Sun Village Home Owners Association who has the right to attend, and participate in Society meetings, but has no right to vote, other than by an authorized Proxy.

1.9 "Homeowner" is an owner of a Residence in Sun Village pursuant to a Sublease Agreement registered at the Indian Land Registry in the City of Ottawa, Province of Ontario.

1.10 "Committees" means volunteer groups of residents of Sun Village established by the Board of Directors on behalf of the Association and exercising power and authority as delegated under them under these Bylaws.

1.11 "General Meeting" means a General Meeting of Members of the Sun Village Home Owners Association.

1.12 "Chairperson" is the presiding officer at a General Meeting of Members.

1.13 "Ordinary Business" at a General Meeting is as provided for under the Societies Act and requires an "Ordinary Resolution".

1.14 "Special Business" is any business at a General Meeting that is not "Ordinary Business" and requires a "Special Resolution".

1.15 "Members Proposal" means a notice, to the Society pursuant to Section 81 of the Societies Act, of a matter that voting members propose to have considered at an Annual General Meeting.

1.16 "Requisition" means to call for a General Meeting, and "requisitionists" means those voting Members in good standing calling for it.

1.17 "Corporate member" means a legal entity holding a Sublease, and owning a Residence in Sun Village. Sun Village Holdings Ltd. is a Charter Member of the Society.

1.18 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

1.19 "Residence" and the Sublease reference to "Improvement" are synonymous terms describing the house built on Leased Premises.

Part 2 – Membership

2.1. Members of the Sun Village Home Owners Association.

- a) are persons who own a Residence located in the Sun Village Adult Community pursuant to a Sublease registered at the Indian Land Registry, in the city of Ottawa, Province of Ontario and have applied for membership in accordance with these By-Laws, have been accepted by the Board of Directors, entered into the Registry of Members and have not ceased to be Members; and
- b) Sun Village Holdings as a Charter Member of the Society.

2.2 Where there is more than one owner of a Residence all may become Members, with one being

- a) Voting Member, and all others being Non-Voting Members.
- b) Non-Voting members may attend all Member meetings and have the right to participate in all aspects of the meeting but only vote if carrying a Proxy.

2.3 On being admitted to Membership, each Member is entitled to, and the Sun Village Home Owners Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.

2.4 Every Member shall uphold the Constitution and comply with these Bylaws.

2.5 A person shall cease to be a Member of the Society:

- a) On the Member ceasing to be an owner of a residence in the Sun Village Adult Community;
- b) By delivering or mailing written resignation to the Secretary of the Sun Village Home Owners Association Society;
- c) On being expelled;
- d) On not remaining in good standing for 6 consecutive months;
- e) On his or her death or in the case of a corporation, on dissolution.

2.6 A Member may be expelled by a Special Resolution of the Members passed at a General Meeting.

- a) the Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- b) the person who is the subject of the proposed Special Resolution for expulsion, shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

2.7 All Members of the Sun Village Home Owners Association Society are in good standing except a Member who has failed to pay his current Annual Membership dues or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3 – General Meetings of Members

3.1 The Annual General Meeting of the Sun Village Homeowners Society will be held no later than July 31 each calendar year and at a time and place that the Directors decide.

3.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.3 The Directors may, when they deem necessary, convene an Extraordinary General Meeting.

3.4 Voting members of the Sun Village Home Owners Association may, pursuant to, and under the provision of Section 81 of the Societies Act formally call, and thereby requisition, the Directors to call a General Meeting for the purposes stated in the requisition.

3.5 General Meetings of Members may be conducted on an in-person basis, or by electronic means depending which best serves the interests of the Sun Village Home Owners Association.

Part 4 – General Meeting Notice to Members

4.1 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.

4.2 The Sun Village Home Owners Association Society must provide not less than 14 days written Notice of a General Meeting to those members entitled to receive notice of a General Meeting, and must do so pursuant to the provisions of the BC Interpretations Act, and determinations there under;

a) In calculating 14 days the day of delivery and the day of the meeting are excluded.

4.3 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.

4.4 A notice may be given to a Member either personally, by mail or electronic mail to their registered address.

4.5 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving the notice has been given it shall be sufficient to provide proof the notice was properly addressed and put in a Canadian post office receptacle.

4.6 Notice of a General Meeting shall be given to:

a) Every Member shown on the Registry of Members on the day notice is given; and

b) The Financial Reviewer;

c) No other person is entitled to receive a notice of General Meeting.

Part 5 – Parliamentary Authority

5.1 The rules contained in the most recent edition of “Roberts Rules of Order” shall apply in all cases that are not inconsistent with these Bylaws, any special rules of order adopted by the Society and any of the provisions of the Society Act.

Part 6 - Proceedings at General Meetings

6.1 A quorum for General Meetings of Members is 10 percent (including Proxies) of the 229 Sub-lessees holding Membership voting rights, and as recorded as Members on the Registry of Members of the Society on the date the meeting is called.

6.2 No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

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

6.4 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to 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.

6.5 Subject to bylaw 9.1 the President of the Society, the Vice-President or in the absence of both, one of the other Directors present, shall preside as Chairperson of a General Meeting.

6.6 If at a General Meeting:

- a) There is no President, Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or;
- b) The President and all other Directors present are unwilling to act as Chairperson; the Members present shall choose one of their Members to be Chairperson.

6.7 Ordinary Business at a General Meeting, requiring an Ordinary Resolution and a majority vote is:

- a) Call to order and adoption of the rules of order;
- b) Elect an individual to chair the meeting, if necessary;
- c) Determine if there is a quorum;
- d) Approve the agenda;
- e) Determine the Annual Membership dues;
- f) Approve the minutes from the previous Annual General Meeting and any Extraordinary General Meetings held since the previous Annual General Meeting;
- g) Deal with unfinished business from the last General Meeting;
- h) If the meeting is an Annual General Meeting;
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous Annual General meeting;
 - (iii) elect or appoint Directors;
 - (iv) appoint a Financial Reviewer;
- i) Deal with new business, the proposed Annual Budget and any matters about which notice has been given to the Members in the notice of Meeting
- j) Terminate the meeting.

6.8 An Ordinary Resolution requires a majority of the votes cast by the voting members, whether cast in person or by Proxy.

6.9 Special Business requires a Special Resolution with a 66 2/3% majority, whether cast in person or by Proxy; and includes but is not restricted to:

- a) Bylaw additions, deletions or amendments;
- b) Utilization of the Capital Reserve Contingency Fund;
- c) Imposition of Special Levies;
- d) Interpretations of the Sublease;
- e) A resolution consented to in writing by all the voting members;
- f) The Meeting notice must state the nature of "Special Business" to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

6.10 At a General Meeting, the election of Directors and Alternate Directors shall be by secret ballot, while all other voting except as noted under (e) will be by a show of voting cards.

- a) A Voting Member in good standing is entitled to one vote.
- b) Voting by Proxy is allowed.
- c) Only those members whose dues are paid in full, and are in good standing, and who are unable to attend the Meeting in person may vote by Proxy.
- d) A Member whose dues are paid in full and is in good standing may carry as many proxies as assigned by voting members in good standing.
- e) Pursuant to the Societies Act Regulations, if before or after such a vote, 2 or more voting members request a secret ballot, or a secret ballot is directed by the Chair of the meeting, voting must be by secret ballot.

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

- a) When a meeting is adjourned for 10 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting;
- b) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting;
- c) Resolutions proposed at a meeting shall be seconded and the Chairperson of a meeting may move or propose a resolution;
- d) In case of a tie vote, the Chairperson shall 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 shall not pass.

6.12 A Corporate Member, such as Charter Member Sun Village Holdings 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 reckoned as a member for all purposes with respect to a meeting of the Society.

Part 7 - Directors and Officers

7.1 The Sun Village Home Owners Association shall elect by secret ballot, or acclamation, a Board of Directors consisting of:

- a) Five (5) voting Directors; and;
- b) Four (4) Alternate Directors.

7.2 The Board of Directors manages, or supervises the management of the activities and internal affairs of the Sun Village Home Owners Association and conducts the day-to-day business. The Board may exercise all the powers and do all the acts 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 Sun Village Home Owners Association Society in General Meeting, but subject, nevertheless to:

- a) All laws affecting the Society;
- b) These Bylaws;
- c) Rules not being inconsistent with these Bylaws, which are made from time to time by the Society in General Meeting;
- d) No rules, made by the Sun Village Home Owners Association Society in a General Meeting invalidate prior acts or proceedings of the Board of Directors that would have been valid if the rule had not been made.

7.3 Directors and Alternate Directors shall be elected for a two-year term, retiring from office at the Annual General Meeting when their successors are elected.

7.4 Directors may serve for a period of six successive years, and become eligible for election after a one-year absence.

7.5 At the first meeting of the Board of Directors following the Annual General Meeting, Directors shall elect a President, Vice-President, Secretary and Treasurer from its members.

- a) At the first meeting following elections, the Board shall name the Board Liaison for each of the Committees from among the Directors and Alternate Directors.

7.6 Alternate Directors may attend all Board of Directors meetings, shall be provided with the same information as given to Directors and shall have the right to participate in all aspects of a Board Meeting other than voting.

7.7. The Board of Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

- a) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society but is eligible for election at the meeting.

7.8 In the absence of a Director for an extended period, to be determined by the Board, the Board may appoint an Alternate Director for that period of absence, and further in the absence of a Director from a Board meeting an Alternate Director may be appointed for the purposes of that meeting.

7.9 If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint an Alternate Director, or member to take the place of the former Director.

- a) No Act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of directors in office.

7.10 The Members may by Special Resolution remove a Director for an inappropriate or unlawful act prior to the expiration of his/her term of office.

7.11 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 8 – Meetings and Proceedings of Directors

8.1 The Directors may meet at places they deem necessary to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- a) The quorum shall be a majority of the Directors then in office.
- b) The President shall be Chairperson 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, shall act as Chairperson; but if neither is present the Directors present may choose one of their members to be Chairperson at that meeting.
- c) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- d) A Director may request a Board meeting at any time and the Secretary shall convene a meeting upon receipt of the request.

8.2 The Directors may delegate any, but not all, of their powers to Committees, having at least one Director or Alternate Director, and other non-Board persons, as Committee Members.

- a) The Director, or Alternate Director designated as the Board representative to a Committee while being a Member of the committee, shall not hold office, nor have a vote while serving on the Committee.

8.3 The Society shall ensure that the Directors and the Alternate Directors of the Society are covered by adequate public liability insurance.

8.4. 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.

8.5 A Director who may be temporarily absent from British Columbia may send or deliver to the address of the Society “a waiver of notice”, which may be by letter or electronic communications of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

- a) No notice of Meeting of Directors shall 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.

8.6. Questions arising at Meetings of Directors or Committees shall be decided by a majority of votes.

- a) In the case of an equality of votes, the Chairperson does not have a second or casting vote.

8.7 Resolutions proposed at Meetings of Directors shall be seconded and the Chairperson of the Meeting may move or propose a Resolution.

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

Part 9 – Board of Directors Duties

9.1 The President shall preside at all Meetings of the Society and of the Directors.

a) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.

9.2. In the absence of the President, the Vice-President shall assume the duties of the President.

9.3 The Secretary shall:

a) Conduct the correspondence of the Society;

b) Issue Notices of Meetings of the Society and Directors;

c) Prepare minutes or cause them to be prepared and maintained, of all Meetings of the Society and Directors.

d) Within 30 days of the Annual General Meeting and Extraordinary General Meetings, draft and issue to Society Members and the Board an edit copy of the minutes of the meeting;

e) Have custody of all records, documents and common seal of the Society, except those required to be kept by the Treasurer; and

f) Maintain, or cause to be maintained, the Registry of Members of the Society.

9.4 The Treasurer shall:

a) Keep the financial records, or cause them to be maintained, including books of account, necessary to comply with the Society Act; and

b) Render financial statements to the Directors, Members and others when required.

9.5 A Director, other than the President, may hold more than one Position.

a) When a Director holds more than one position the total number of Directors shall not be less than five or the greater numbers that may have been established pursuant to Bylaw 7.1 (a).

Part 10 – Committees

10. A Committee formed, and delegated powers by the Board of Directors shall conform to any rules imposed on it by the Directors and shall report every action done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

a) The Members of a Committee may meet and adjourn as they think proper.

b) Resolutions proposed at Meetings of Committees shall be seconded and the Chairperson of the Meeting may move or propose a Resolution.

c) A Committee shall elect a Chairperson of its meetings; but if no Chairperson is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Committee Members present shall choose one of their members to be Chairperson of the meeting.

Part 11 – The Seal

11. The Common Seal of the Sun Village Home Owners Association will be retained in the custody of the Board of Directors.

- a) From time-to-time Directors may destroy a seal and substitute a new seal in its place.
- b) The Common Seal shall be affixed only when authorized by a Resolution of the Directors and then only in the presence of the persons designated in the Resolution, or if no persons are designated, in the presence of the President and Secretary.

Part 12 – Financial Matters

12. 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, but without limiting the foregoing, by the issue of debentures.

- a) No debenture shall be issued without the sanction of a Special Resolution.
- b) The Members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.
- c) In order to carry out the purposes of the Society, and where the Sun Village Home Owners Association faces major expenditures requiring funds beyond what is available without impairing the Operating Account, or the Capital Reserve Contingency Fund, the Sun Village Home Owners Association may raise money from Sub-lessees by means of a Special Levy.
- d) A Special Resolution to approve a Special Levy must set out the following;
 - ii) The purpose of the levy;
 - iii) The total amount of the levy.

12.1 The fiscal year for the Sun Village Homeowners Association is from May 1st to April 30th of the following calendar year.

12.2 The amount of the Membership Dues shall be determined at the Annual General Meeting of the Sun Village Home Owners Association Society and shall apply until the conclusion of the next AGM.

- a) Members may move a motion to waive the Annual Membership dues for current members.

12.3 The Maintenance fees for Sun Village Home Owners Association's annual operations will be determined by Ordinary Resolution no later than July 31st at the Sun Village Home Owners Association's Annual General Meeting.

12.4. The rental charges for the RV lot shall be determined, and set annually, as an element of the Operating Budget.

12.5. In order to have sufficient operating funds available throughout all periods of the fiscal year, the Sun Village Home Owners Association's Board of Directors shall ensure a threshold amount is available in the operating fund at the commencement of each fiscal year.

- a) The threshold amount may be adjusted from time to time.

12.6 The Sun Village Home Owners Association shall, beyond what is required pursuant to 12.5 and 12.5 (a) transfer the Operating Surplus for any fiscal year into the Capital Reserve Contingency Fund.

12.7 The Sun Village Home Owners Association shall not use the Operating surplus for any fiscal year to limit the Annual Maintenance Fee in a subsequent fiscal year.

12.8 The Sun Village Home Owners Association shall establish a monthly per unit amount that will be collected by the Board of Directors and deposited into a non-refundable Capital Reserve Contingency Fund.

- a) The Sun Village Home Owners Association may adjust the monthly per unit amount to be collected from time to time.
- b) The purpose of expenditures from this fund is for common expenses related to the repair or replacement of common assets pursuant to homeowners Subleases, and as delegated there under:
- c) And that usually occur less often than once a year, or that do not usually occur; and
- d) Shall not be made unless authorized by a 66 2/3% majority vote of voting Members in attendance at the Annual General Meeting or at an Extraordinary General Meeting.

12.9 In order to ensure a sufficient balance in the Capital Reserve Contingency Fund is available to fund expenditures per 12.8 (a) and (b) the Sun Village Home Owners Association will establish a minimum threshold amount to be maintained in the CRCF.

- a) Members may adjust the threshold from time to time.

12.10 The Board of Directors may invest money not required for the operation of the Association in insured accounts with savings institutions in British Columbia. Interest or income earned on the money shall remain in the account from which it originated.

12.11 Within the parameters of the law, Members of the Society may establish a schedule of Monetary Penalties to ensure compliance with Sublease covenants, the Bylaws of the Society, rules as established by Members, and Board policies.

- a) The Board may, at their sole discretion, after the serving of written notice requiring compliance, and where no action has been taken by the resident, impose on the non-compliant resident monetary penalty fines as established and amended by Members from time to time.

12.12 At each Annual General Meeting, the Society shall appoint a Financial Reviewer who is a member of the Chartered Professional Accountants of British Columbia. The Financial Reviewer shall hold office until he is re-appointed, or his successor is appointed at the next Annual General Meeting.

- a) the Financial Reviewer may be removed by an Ordinary Resolution.
- b) the Financial Reviewer shall be promptly informed in writing of appointment or removal.
- c) no Director, nor Member, and no employee of the Society shall be the Financial Reviewer.
- d) the Financial Reviewer may attend General Meetings.

12.13 The Board of Directors will engage a qualified reserve fund planner or utilize approved fund planning software to update the Depreciation Report every three years.

- a) The Board of Directors shall, as an element of an Extraordinary General Meeting, or the Annual General Meeting, recommend proposed capital expenditures from the Capital Reserve Contingency Fund for Membership consideration and approval.

Part 13 – General Matters

13. The Sun Village Home Owners Association's Board of Directors, or Members, may propose the interpretation of Sublease covenants

- a) Which best serve the common interests of the community;
- b) And supports Sun Village as a financially sound, aesthetically appealing property;
- c) And which continue to protect the interests held by Sun Village Holdings Ltd. and the Sublessees of Sun Village;
- d) Any proposed Sublease interpretations will include a consultation with Sub-lessees and be subject to General Meeting ratification and the adoption of a rule by Sun Village Home Owners Association Members.

14.1 Members Proposal as provided for per Definitions and Interpretation 1.15

- a) Must contain the names of, and be signed by, no fewer than the number of voting members that constitute the proposal threshold for the Society
- b) The threshold for Members Proposals to the Sun Village Home Owners Association is 10% of the voting members in good standing.
- c) Must be received by the Association at least 7 days before notice of the AGM is sent out.