

FORM 3
SOCIETY ACT

Constitution

1. The name of the Society is the UNIVERSITY NEIGHBOURHOODS ASSOCIATION (the "**Association**").
2. The purposes of the Association are as follows:
 - (a) To promote a distinctive "university-town" community that will support and enhance The University of British Columbia's academic mission and which is for the common good of the people ordinarily resident within the Local Areas located on The University of British Columbia Campus;
 - (b) To promote services, amenities and facilities which better provide for the development of good neighbourhoods within the Local Areas, particularly for eligible residents (the "**Residents**") with respect to community health, education, culture, recreation, comfort or convenience;
 - (c) To operate and maintain, or provide for the operation and maintenance, of any properties which may from time to time be designated, leased, licenced or otherwise conveyed to the Association for operation and maintenance as areas serving the general well-being of the Residents with regard to health, safety, education, culture, recreation, comfort or convenience of the Residents;
 - (d) To receive funds from The University of British Columbia, the Residents and others, and to use such amounts for the fulfilment of any and all of the purposes set out above in any lawful manner as determined by the board of directors (the "**Directors**") of the Association; and
 - (e) To promote, in the conduct of business and work of the Association, qualities of good neighbours, including civility, fairness, good faith, respect and understanding, all in the context of being a unique part of the UBC community, particularly through work to:
 - (i) establish, advance and perpetuate information management and liaison systems; and
 - (ii) provide timely input with respect to enhancing the quality of life in the public realm of the neighbourhoods,for the ongoing development of a community for living, working and learning in a creative, healthy and interactive environment.
3. In recognition of its unique relationship with The University of British Columbia, and the necessity to support and enhance The University of British Columbia's academic mission, the Association will comply with, and will cause its members to comply with all agreements made with The University of British Columbia. This provision shall be unalterable.

4. On the winding up or dissolution of the Association, the assets remaining after all debts have been paid or provisions for payment have been made, shall be paid, transferred or delivered to The University of British Columbia Foundation. This provision shall be unalterable.

BY-LAWS OF
UNIVERSITY NEIGHBOURHOODS ASSOCIATION

1.0 INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

- (a) “**Campus**” means the campus of The University of British Columbia;
- (b) “**Comprehensive Community Plan**” means the Comprehensive Community Plan dated October 28, 2000 incorporating amendments dated November 10, 2000;
- (c) “**Directors**” means the directors of the Association for the time being and as identified more particularly as the AMS Director, Resident Directors and UBC Directors in By-law 5 herein;
- (d) “**Local Areas**” means:
 - (i) those eight areas currently identified for non-institutional development in the Comprehensive Community Plan, and
 - (ii) Hampton Place, upon its residents resolving to become part of the Association either as individuals or under the *Strata Property Act*;
- (e) “**Official Community Plan**” means the Official Community Plan dated July 25, 1997 passed and adopted by the Greater Vancouver Regional District By-law 840-1996 which applies to part of Electoral Area 'A' including The University of British Columbia Campus, as amended from time to time;
- (f) “**Society Act**” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it; and
- (g) “**registered address**” of a member means a member's address as recorded in the register of members.

1.2 The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.

2.0 MEMBERSHIP

2.1 The members of the Association are those applicants for incorporation of the Association and those persons who subsequently become members in accordance with these by-laws and, in either case, have not ceased to be members.

2.2 The following persons may apply to be members of the Association:

- (a) a person who is a resident in one of the Local Areas;

- (b) a nominee or nominees designated by the President of The University of British Columbia (hereinafter referred to as the “**UBC Member**” or “**UBC Members**”, as the case may be); and
- (c) a nominee designated by the President of the Alma Mater Society of The University of British Columbia (hereinafter referred to as the “**AMS Member**”).

2.3 The Secretary shall record the names of the persons who are in compliance with By-law 2.2 qualifications above, and who on application acknowledge receipt of and commitment to the Constitution and By-Laws of the Association. A person who is a resident in one of the Local Areas shall be entitled to apply for membership at any time after becoming such resident.

2.4 Every member shall uphold the constitution and comply with these By-laws.

2.5 A person ceases to be a member of the Association:

- (a) by delivering their resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association,
- (b) on the person's death,
- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months, on ceasing to be qualified to be a member as set out in By-law 2.2.

2.6 A member may be expelled by a Special Resolution of the members passed at a general meeting. The notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed 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 A person may be declared, by the Directors, as being in breach of these By-laws or acting contrary to the purposes of the Association, and the Directors may move for expulsion in accordance with By-law 2.6 above.

2.8 Subject to By-laws 2.2(b) and (c), no corporation shall be nor have the right to nominate a member of the Association.

2.9 A person shall cease to be a member in good standing when declared not to be in good standing by the Directors, as a result of that member either being in breach of these By-laws or acting contrary to the purposes of the Association.

3.0 MEETINGS OF MEMBERS

3.1 General meetings of the Association shall be held at the time and place, in accordance with the *Society Act*, as the Directors decide. The members may requisition for a general meeting, or for a vote on a Special Resolution at a general meeting, by presenting the Directors with a requisition signed by not less than 10% of the members, and the Directors shall provide for such a meeting or vote as soon as reasonably practicable, in accordance with the *Society Act*.

3.2 The Association shall, not less than sixty (60) days before it holds a general meeting at which Directors are to be elected, publish in a manner to be approved by the Directors, an advance notice of the meeting.

3.3 The Association shall, not less than twenty-one (21) days before it holds a general meeting, deliver written notice of the general meeting to the members, but the members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. A proxy in the form required by By-law 4.19 and, in cases where there will be an election of directors, a ballot for the election of directors in the form required by By-law 4.20, shall accompany the notice.

3.4 Notice of a general meeting shall specify the place, the day and the hour of meeting. and, in case of special business, the general nature of that business.

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

3.6 The Directors may, whenever they think fit, convene an extraordinary general meeting.

3.7 The accidental omission to give notice of a meeting, or the accidental omission to deliver a proxy or ballot, if required, or the non-receipt of a notice of a meeting by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.8 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4.0 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Directors
 - (iv) the report of the auditor, if any,
 - (v) the election of Directors required to be elected in accordance with these By-laws,
 - (vi) recording of those Directors appointed in accordance with these By-laws,
 - (vii) the appointment of the auditor, if required, and

- (viii) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chairperson for the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 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.

4.4 A quorum is 10 members in good standing who are present in person or by proxy or such greater number as the members may determine at a general meeting, provided that a UBC Member must be present in person in order for a quorum to be achieved at any meeting of the members.

4.5 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, provided that a UBC Member is also present.

4.6 Subject to By-law 4.7, the chairperson of the Association shall preside as chairperson of a general meeting. If the chairperson is not present, or if a chairperson has not been appointed by the Directors, one of the other Directors shall preside as chairperson of such general meeting.

4.7 If at a general meeting:

- (a) there is no chairperson or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the other Directors present are unwilling to act as chairperson,

the members present shall choose one of their number to be chairperson of the meeting.

4.8 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.

4.9 When a meeting is adjourned for ten days or more, written notice of the adjourned meeting shall be given as in the case of the original meeting, but the Directors shall not be required to publish advance notice of the adjourned meeting.

4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.11 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.

4.12 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution shall not pass.

4.13 A member in good standing present at a meeting of the members is entitled to one vote provided that the member:

- (a) is over the age of 18;
- (b) has been a resident of British Columbia for at least 6 months immediately prior to the meeting; and
- (c) has been a resident in one of the Local Areas for at least 30 days immediately prior to the meeting, or has been designated as a UBC Member or the AMS Member pursuant to By-law 2.2(b) or 2.2(c), respectively.

4.14 A member who applies for admission at a meeting of the members shall be entitled to vote at that meeting provided they are qualified to vote pursuant to By-law 4.13.

4.15 Voting shall be by ballot. Every ballot cast upon a poll and every proxy appointing a proxyholder who casts a ballot upon a poll shall be retained by the Secretary for a period of three months after the meeting and shall be subject to inspection at the office of the Association during normal business hours.

4.16 Voting by proxy is permitted. Every member entitled to vote at a general meeting shall be entitled to appoint by proxy a proxyholder to attend, act and vote for them at such meeting, subject to:

- (a) a member may also appoint one alternate proxyholders to act in the place and stead of an absent proxyholder;
- (b) in the case of a resolution electing directors of the Association, the proxyholder must vote such proxy in accordance with a ballot in the form prescribed by By-law 4.20;
- (c) in the case of a general power of proxy for voting on resolutions at a meeting, an individual proxyholder may represent not more than five (5) voting members at the meeting, save and except if the proxyholder has been nominated by the Directors; and
- (d) A permanent proxy or proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void.

4.17 An instrument appointing a proxyholder shall be in writing under the hand of the appointor. A proxyholder need not be a member of the Association.

4.18 An instrument appointing a proxyholder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited prior to the commencement of the meeting at such place as is specified for that purpose in the notice calling the meeting or with the chairperson or secretary of the meeting. In addition to any other method of depositing proxies provided for in these By-laws, the Directors may from time to time by resolution make regulations relating to the depositing of proxies at any place or places and providing for particulars of such proxies to be sent to the Association or any agent of the Association in writing or by letter, fax or any method of transmitting legibly recorded messages so as to arrive before the

commencement of the meeting or adjourned meeting at the registered office of the Association and also providing that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this By-law, and votes given in accordance with such regulation shall be valid and shall be counted.

4.19 A proxy, whether for a specified meeting or otherwise, shall be in the following form, or in such other form that the Directors shall approve:

<p style="text-align: center;">UNIVERSITY NEIGHBOURHOODS ASSOCIATION</p> <p>The undersigned, being a member of the above Association hereby appoints _____ or failing this person, _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the _____ day of _____, _____ and at any adjournment thereof.</p> <p>Signed this _____ day of _____, _____.</p> <p style="text-align: center;">(Signature of Member)</p>
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4.20 A ballot for the resolution electing directors of the Association shall be in the following form or in such other form that the Directors shall approve:

UNIVERSITY NEIGHBOURHOODS ASSOCIATION <u>BALLOT</u>			
Name:	_____ (Person Entitled to Vote)		
Proxyholder:	_____ (Name of Proxyholder)		
Signed by the Member/Proxyholder on the _____ day of _____; (Please circle one)			
_____ (Signature of Member or Proxyholder)			
Resolution Number _____ for the Election of the following Directors:			
_____ (Name of Proposed Director)	For: _____	Against: _____	Abstain: _____
_____ (Name of Proposed Director)	For: _____	Against: _____	Abstain: _____
_____ (Name of Proposed Director)	For: _____	Against: _____	Abstain: _____

4.21 A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or the revocation of the proxy or of the authority under which the instrument of proxy was executed unless notification in writing of such

death, incapacity or revocation shall have been received at the registered office of the Association or by the chairperson of the meeting or adjourned meeting for which the proxy is given before the vote is taken.

4.22 Every proxy may be revoked by an instrument in writing:

- (a) executed by the member giving the same or by their attorney authorized in writing, and
- (b) delivered either at the registered office of the Association at any time up to and including the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chairperson of the meeting on the day of the meeting or any adjournment thereof before any vote in respect of which the proxy is given shall have been taken.

4.23 The Directors may, but shall not be obligated to, solicit proxies prior to any meetings of the members. The solicitation of proxies may be undertaken in person or by mail. Such solicitation of proxies may include:

- (a) a form of proxy;
- (b) a ballot for the resolution electing Directors; and
- (c) a certificate of voter qualification pursuant to By-law 4.13.

4.24 The solicitation of proxies referred to in By-law 4.23 shall take place at any time commencing with the notice of a members' meeting which has been given pursuant to By-law 3.3 and may continue up to and including the date of such members' meeting.

4.25 Any issue at a general meeting which is not required by these By-laws or the *Society Act* to be decided by a Special Resolution shall be decided by an Ordinary Resolution. Matters requiring a Special Resolution include the removal of a director, any amendment to these By-laws or the Constitution of the Association, and all matters identified as special business at a general meeting of the members.

5.0 DIRECTORS AND OFFICERS

5.1 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Association
- (b) these By-Laws, and
- (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Association in general meeting.

5.2 No rule, made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

5.3 The Directors of the Association shall be qualified for appointment, shall serve as Directors and may be disqualified to serve as Directors of the Association as follows:

- (a) one Director shall be appointed by the President of the Alma Mater Society of The University of British Columbia, failing such appointment within 30 days of a request, the Board of Governors of The University of British Columbia shall appoint one Director (the “**AMS Director**”);
- (b) four Directors shall be appointed by the President of The University of British Columbia, failing such appointment within 30 days of a request, they shall be appointed by the Board of Governors of The University of British Columbia; and
- (c) at least one Director shall be a person who is ordinarily resident in one of the Local Areas (referred to as a “**Resident Director**”).

5.4 The first five Directors of the Association shall be those persons named in the Applicants for Incorporation filed with the Registrar upon incorporation of the Association.

5.5 Within six months after the incorporation of the Association, one Resident Director shall be elected at a meeting of the members, to bring the number of Directors to not less than six. Thereafter the number of Directors shall be determined in accordance with By-law 5.6.

5.6 The number of Directors shall be determined using the following formula:

- (a) for each 1,500 leases or rental agreements for residential occupation within the Local Areas, there will be one Resident Director position for election by the members, subject to the condition that, for more balanced representation, not more than three (3) Directors may be resident in any single Local Area;
- (b) the President of The University of British Columbia shall appoint up to four Directors of the Association (“**UBC Directors**”); and
- (c) the President of the Alma Mater Society of The University of British Columbia shall appoint one Director and failing such appointment within 30 days of a request, the Board of Governors of The University of British Columbia shall appoint one Director.

5.7 For greater clarity, the number of Directors appointed or elected pursuant to these By-laws shall be:

- (a) five Directors at the time of incorporation; and
- (b) six Directors within six months.

5.8 Save and except for the first Resident Director elected pursuant to By-law 5.5, all persons wishing to be elected as Resident Directors shall be nominated by not less than ten (10) members with such nominations to be made in writing and delivered to the secretary of the Association not less than thirty (30) days prior to the date of the Annual General Meeting. The names of persons nominated for election as Resident Directors shall be published in a ballot in accordance with By-law 4.20 and delivered to the members with the notice of meeting and proxy in accordance with By-law 3.3.

5.9 Directors will hold office for two (2) years. The Directors shall retire from office at the appropriate annual general meeting when they may be re-elected for up to three (3) terms.

5.10 The Directors shall elect from among themselves, a chairperson and a secretary.

5.11 If no successor is elected the person previously elected or appointed as a Director or officer continues to hold office.

5.12 The Directors may at any time and from time to time elect a member as a Director to fill a vacancy in the Directors, provided such person is qualified to act as a Director pursuant to By-law 5.3.

5.13 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in the office.

5.14 The members may by special resolution remove a Resident Director before the expiration of his term of office, and may elect a successor to complete the term of office, provided such successor is qualified pursuant to By-law 5.3.

5.15 Every Director shall uphold the Constitution of the Association and comply with these By-laws. Each Director shall:

- (a) act honestly and in good faith and in the best interest of the Association; and
- (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a Director.
- (c) In the event the Directors receive written notice from The University of British Columbia, or the Alma Mater Society of The University of British Columbia, that a Director appointed in accordance with By-law 5.3 is no longer qualified, has been removed or replaced as a Director or that such Director no longer has the authority of The University of British Columbia, or the Alma Mater Society of The University of British Columbia respectively, to act as a Director, the Directors shall record and acknowledge this change of Directors.

5.16 Any remuneration to be paid to a Director for being or acting as a Director shall be approved by a majority of the other Directors. A Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.

5.17 A Director shall account to the Association for any benefit made as a consequence of the Association entering or performing any proposed contract or transaction, unless:

- (a) the Director discloses the interest to the Board prior to the proposed contract or transaction being approved by the Directors; and
- (b) the Director abstains from voting on the approval of the proposed contract or transaction,

or unless the contract or transaction was reasonable and fair to the Association at the time it was entered into, and after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution, and such Director shall not be counted in the quorum at a meeting of the Directors at which the proposed contract or transaction is approved.

6.0 PROCEEDINGS OF DIRECTORS

6.1 The Directors shall meet together not less than six times per calendar year at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The Directors shall be given reasonable notice of the date, time and location of the monthly meetings of the Directors. The date, time and location of all Directors' Meetings shall be made publically available, and members shall be entitled to attend all Directors' Meetings which are not in camera.

6.2 The Directors may from time to time fix the quorum necessary to transact business at a Directors' meeting, and unless so fixed the quorum shall be a majority of the Directors then in office.

6.3 The chairperson shall chair all meetings of the Directors, but if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairperson at the meeting.

6.4 A Director with the consent of the Chairperson may at any time convene a meeting of the Directors.

6.5 The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.

6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

6.7 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 Directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

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

6.9 Questions arising at a meeting of the Directors or committee of Directors shall be decided by a majority of votes.

6.10 In case of an equality of votes the chairperson does not have a second or casting vote.

6.11 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairperson of a meeting may move or propose a resolution.

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

7.0 DUTIES OF THE OFFICERS

7.1 The officers of the Association shall consist of a chairperson, president, secretary and such other officers as the Directors may appoint from time to time.

7.2 The chairperson shall preside at all meetings of the Association and the Directors.

7.3 The president shall undertake such activities in connection with the affairs of the Association as determined by the Directors.

7.4 The secretary shall:

- (a) conduct the correspondence of the Association,
- (b) issue notices of meetings of the Association and Directors,
- (c) keep minutes of all meetings of the Association and Directors,
- (d) have custody of all records and documents of the Association,
- (e) have custody of the common seal of the Association, and
- (f) maintain the register of members.

7.5 In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.0 MANAGEMENT

8.1 The Directors may employ an executive manager to manage the business, financial and other affairs of the Association under the direction of the Board of Directors.

9.0 SEAL

9.1 The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the chairman and secretary or president and secretary.

10.0 FINANCIAL

10.1 In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or borrow and secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

10.2 No debenture shall be issued without the sanction of a Special Resolution of the members.

10.3 The members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

10.4 The Association shall keep proper accounting records in respect to all financial and other transactions, including the following:

- (a) all money received and disbursed by the Association and the matter in respect of which the receipt and disbursement took place;

- (b) every asset and liability of the Association; and
- (c) every other transaction affecting the financial position of the Association.

10.5 Documents relating to the assets and liability of the Association, including the accounting records, must be open to the inspection of a Director on reasonable notice to the Association.

11.0 AUDITOR

11.1 The Association shall have an auditor, who must make an annual report to the members on the financial statements that are to be placed before the Association at the next annual general meeting. The auditor must state in the report whether, in the auditor's opinion, the financial statements presents fairly the financial position of the Association and the results of its operations for the period under review and, must identify expenditures or commitments which appear to be inconsistent with the purposes of the Association or significant changes from prior annual reports. If the opinion contained in the report of the auditor is qualified, the auditor must state the reasons in the report.

11.2 The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting the Association shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be promptly informed in writing of appointment or removal.

11.6 No Director, employee or member of the Association shall be auditor.

11.7 The auditor may attend general meetings.

12.0 NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally or by mail to them at their address as noted in the records of the Association.

12.2 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 that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

12.3 Notice of a general meeting shall be given to:

- (a) every person shown on the register of members on the day notice is given, and
- (b) the auditor.

12.4 No other person is entitled to receive a notice of general meeting.

12.5 The advance notice of a general meeting required By-law 3.2 shall be published in a community, local or other newspaper as determined by the Directors.

13.0 BY-LAWS

13.1 On being admitted to membership, each member is entitled to and the Association shall give them, without charge, a copy of the constitution and by-laws of the Association.

13.2 These by-laws shall not be altered or added to except by special resolution.

14.0 DISSOLUTION OF ASSOCIATION

14.1 In the event the Campus becomes part of the City of Vancouver or another municipality or similar type of local governing body, the Directors agree to put the question of the dissolution of the Association to the members at an extra-ordinary meeting called for that purpose. In the event that not less than 51% of the members in attendance at such extra-ordinary meeting and entitled to vote are in favour of the dissolution of the Association, the Association shall be dissolved.

Dated: _____, 2002

WITNESS

Signature

Print Full Name

Resident

Address

Postal Code _____

APPLICANT FOR INCORPORATION:

Signature:

JAMES P. TAYLOR

Resident

Address

Postal Code _____

WITNESS

Signature

Print Full Name

Resident

Address

Postal Code _____

APPLICANT FOR INCORPORATION:

Signature:

FRED PRITCHARD

Resident

Address

Postal Code _____

WITNESS

Signature

Print Full Name

Resident

Address

APPLICANT FOR INCORPORATION:

Signature:

DANA MERRITT

Resident

Address

Postal Code _____

WITNESS

Signature _____

Print Full Name _____

Resident _____

Address _____

Postal Code _____

WITNESS

Signature _____

Print Full Name _____

Resident _____

Address _____

Postal Code _____

Postal Code _____

APPLICANT FOR INCORPORATION:

Signature: _____

SID KATZ _____

Resident _____

Address _____

Postal Code _____

APPLICANT FOR INCORPORATION:

Signature: _____

CHRISTOPHER LYTHGO _____

Resident _____

Address _____

Postal Code _____