

SCHEDULE "B"

BYLAWS

OF

WHISTLER LAKES CONSERVATION ASSOCIATION

PART 1 – INTERPRETATION

1.1. Definitions

In these Bylaws, unless the context otherwise requires:

“Association” means the Whistler Lakes Conservation Association;

“Bylaws” means these bylaws as amended or replaced from time to time;

“Chair” means the chair of the Association appointed pursuant to these Bylaws:

“Directors” means the directors of the Association;

“ordinary resolution means:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the members, whether in person or by proxy; or
- (b) a resolution consented to in writing after being sent to all of the members, by at least 2/3 of the members;

“President” means the president of the Association appointed pursuant to these Bylaws;

“RMOW” means the Resort Municipality of Whistler:

“registered address” of a member means the member’s address as recorded in the register of members required to be kept pursuant to these Bylaws;

“Secretary” means the secretary of the Association appointed pursuant to these Bylaws;

“Societies Act” means the *Societies Act* (British Columbia) as amended or replaced from time to time;

“Special resolution” means:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the members whether cast in person or by proxy; or
- (b) a resolution consented to in writing by all the members;

“Whistler Lakes” means the lakes Alpha, Alta, Green, Lost and Nita within the RMOW.

1.2 Societies Act

Unless otherwise defined in these Bylaws, the definitions in the Societies Act shall apply to these Bylaws.

1.3 Interpretation Act

These Bylaws shall be construed in accordance with the *Interpretation Act* (British Columbia) as amended or replaced from time to time.

1.4 Singular and Plural

In these Bylaws, words importing the singular include the plural and vice versa; and words importing a person of a particular gender shall include individuals of any gender and corporations or societies.

1.5 Heading and Index

The headings in these Bylaws are inserted for convenience only and shall be deemed not to form part of these Bylaws.

PART 2 – MEMBERSHIP

2.1 Members

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

2.2 Condition of Membership

Persons shall become members upon their appointment as such by the Directors.

2.3 Corporations/Societies

A nominee of a corporation or a society may be a member of the Association.

2.4. Obligations of Membership

Each member shall uphold the Constitution and comply with these Bylaws.

2.5 Membership Fees

These shall be an initial membership fee of \$100 payable by each member of the Association and thereafter as determined by special resolution.

2.6 Termination of Membership

Persons shall cease to be members of the Association upon their resignation or expiration of their term of membership, or if the member, in the case of an individual, dies or, in the case of a partnership, society or corporation, is dissolved, or the member is expelled in accordance with the bylaws. A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.7. Discipline/Expulsion of Member

A member whose conduct is considered detrimental to the Association may be disciplined or expelled by a resolution passed by a majority of Directors.

2.8 Good Standing

Members who are not in default of paying any membership dues (if any) or debt due and owing by them to the Association are members in good standing. A voting member who is not in good standing may not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

PART 3 – APPOINTMENT AND REMOVAL OF DIRECTORS

3.1 Initial Directors

The persons who are the applicants for incorporation of the Association shall be the initial Directors of the Association.

3.2 Term of Appointment and Eligibility for Re-Appointment

Each Director shall be appointed by a term of one year and shall be eligible for re-appointment. All terms of appointment of Directors shall expire on the day of the annual general meeting in the year in which such term expires.

3.3. Nomination for Appointment or re-appointment of Directors

The Directors shall nominate Directors for appointment or re-appointment and shall notify the Secretary in writing of the names of such nominees prior to the holding of the meeting at which each Director is to be appointed.

3.4. Number of Directors

The number of Directors shall be no less than 3 and no greater than 9.

3.5. Casual Vacancies

Where a vacancy arises in the Directors, the vacancy shall be filled by a person who is a member approved by the resolution of the Directors for the remainder of the term for which the predecessor had been appointed.

3.6. Continuation of Term

If in any year the Association does not hold an annual general meeting, the Directors whose terms of office are due to expire at such annual general meeting, shall be deemed to have been re-appointed as Directors on the last day on which such meeting could have been held pursuant to the Societies Act and these Bylaws, and the Directors so appointed shall hold office until other Directors are appointed or until the day of which the next annual general is held.

3.7. Termination of Term

The term of office of a Director shall cease upon:

- (a) delivery to the Secretary of a written notice of resignation signed by the Director;
- (b) the operation of paragraph 3.2; or,
- (c) the passing of a special resolution removing a Director.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1. Time and Place

General meetings of the Association shall be held at such time and place, in accordance with the Societies Act, as the Directors decide upon, and with no less than 14 days notice of the meeting.

4.2. Notice

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

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

4.3. Annual General Meeting

Annual general meetings shall be held at the time and in a place the Directors determine.

4.4. Deemed Annual General Meeting

An annual general meeting shall be deemed to have been held for the purposes of these Bylaws and the Societies Act if all matters that must be dealt with at such meeting under these Bylaw and the Societies Act are dealt with by way of resolutions and all members consent in writing to such resolutions. Any meeting deemed to have been held pursuant to this paragraph 4.4 is deemed to have been held for the purposes of these Bylaws on the date the final member gives written consent to such resolutions.

4.5. Ordinary Business

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Association presented to the meeting;
- (c) consideration of the reports, if any, of the Directors (or auditor, if any);
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.6. Special Business

Special business is:

- (a) all business that is transacted at a general meeting that is not an annual 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;
 - (vi) the appointment of the auditor (if any), and
 - (vii) such other business as under these Bylaws 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.

4.7 Proceedings at General Meetings

The provisions relating to proceedings at meetings of Directors set forth in Part 5 shall apply *mutatis mutandis* at general meetings except as otherwise provided in this Part 4.

4.8 Voting by Proxy

Members may appoint a proxy-holder who shall be entitled to vote and otherwise participate on behalf of such members at a single meeting or at multiple meetings. Appointments of such proxy-holders must be in writing and must specify the duration of the appointment, and any limitations on, such proxy. Proxy-holders must be members of the Association,

4.9 Participation by Telephone or Other Means

Members may attend meetings by way of telephone or any other communications medium, provided that each member can hear and respond to all members in attendance.

PART 5 – PROCEEDINGS OF DIRECTORS

5.1 Time and Place

The Directors may meet together at such places as they think fit for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they see fit, subject always to these Bylaws and the Societies Act.

5.2. Participation by Telephone or Other Means

Directors may attend meetings by way of telephone or other communication medium, provided that each Director can hear and respond to all Directors in attendance.

5.3. Quorum

A quorum of Directors necessary for the transaction of business shall be the lesser of three Directors or a majority of the Directors, unless otherwise specifically provided in the Societies Act or these Bylaws.

5.4. Resolution of Meetings of Directors

A meeting of Directors shall be called by the Secretary promptly upon receipt of a requisition for such meeting signed by no fewer than two of the Directors.

5.5. Notice

5.5.1. Not less than 7 days' written notice of any meeting of Directors, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors in the manner prescribed in Part 16. The accidental omission to give notice of any meeting or, or the non-receipt of any such notice, by any Director shall not invalidate any proceedings at the meeting.

5.5.2. For a first meeting of Directors held immediately following the appointment of a Director or Directors at an annual or other general meeting of members, or for the 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 appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

5.6. Waiver of Notice

Directors may waive or reduce the period of notice convening a meeting by unanimous written consent of the Directors and may give such waiver before, during, or after, the meeting.

5.7. Chair

The Chair, or if that person is not present within 30 minutes after the time appointed for the holding of the meeting, one of the Directors elected by a majority of those Directors present, shall be the Chair of the meeting.

5.8. Lack of Quorum

No business, other than the election of a Chair and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum was present at the commencement of the meeting and, unless the meeting is an adjourned meeting, a meeting at which a quorum is not present shall be dissolved.

5.9. Adjournments

5.9.1. A meeting of Directors may be adjourned from time to time and 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.

5.9.2. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

5.9.3. Except as provided in this paragraph 5.9, it is not necessary to give notice of an adjourned meeting or of the business to be transacted at the adjourned meeting.

5.10. Resolutions

No resolution proposed at a meeting need be seconded and the Chair of any meeting shall be entitled to move or propose a resolution

5.11. Votes

5.11.1. Each Director in attendance at a meeting, whether in person or by other communications medium shall have one vote.

5.11.2. All votes shall be taken by a show of hands, an oral vote or another method that adequately discloses the intention of all Directors in attendance, except that if, before a vote, two or more Directors request a secret ballot or if a secret ballot is directed by the Chair of the meeting, voting must be by secret ballot.

5.11.3. Unless otherwise provided, a resolution is passed by a majority vote of Directors in attendance at the meeting.

5.11.4. In the event of an equality of votes, the Chair shall not have a second or casting vote and the resolution shall be deemed to be defeated.

5.12. Resolution in Writing

A resolution in writing by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

5.13 Further Regulations

The Directors shall have the right to make such further regulations for the conduct of proceedings of meetings as they may think fit.

5.14. Deficiencies

No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office nor if afterwards it shall be discovered that there was some defect in the appointment of any Director or that any Director was disqualified.

Part 6 – INDEMNITY OF DIRECTORS

6.1. Indemnity

The Association may, subject to the provision of the Societies Act, indemnify a Director or former Director and that person's heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Director if that person acted honestly and in good faith with a view to the best interest of the Association and exercised the care, diligence and skill of a reasonable prudent person, and with respect to any criminal or administrative proceedings, that person had reasonable grounds for believing that that person's conduct was lawful. The indemnity authorized by this paragraph shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity hereunder has received or shall receive otherwise than by virtue of this paragraph.

6.2. Contracts of Indemnity

The Directors may from time to time, cause the Association to enter into a contract to indemnify any Director, officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation controlled by it.

6.3. Insurance

The Directors may cause funds to be expended by the Association for the purchase and maintenance of insurance for the benefit of any person who is, or was, a Director, officer, employee or agent of the Association or is or was, serving at the request of the Directors as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which the Association has or had an interest, against any liability incurred by such person as such Director, director, officer, employee or agent.

PART 7 – OFFICERS AND EMPLOYEES

7.1. Chair

The Directors shall from time to time appoint a Chair who, subject to paragraph 5.7 shall be the Chair of all meetings of members and Directors and who shall be a Director.

7.2. President

The Directors shall from time to time appoint a President, who shall be a Director, and the Directors may define that person's duties and fix the salary or remuneration, if any, or other terms of employment of such President.

7.3 Secretary

The Directors shall from time to time appoint a Secretary, who may be a Director and who shall:

- (a) keep minutes of all meetings of members and of Directors;
- (b) keep or cause to be kept the records of the Association, corporations wholly owned by the Association and corporations in which the Association owns in excess of 50% of the issued shares;
- (c) maintain the register of members and all other registers required pursuant to the Societies Act;
- (d) maintain a register of Directors containing the full name and residential address of each Director and the date upon which such Director was appointed; and
- (e) give all notices and make or cause to be made all filings and reports required under these Bylaws or by the Societies Act.

7.4 Vice Presidents and Other Officers

The Directors may appoint persons to be a vice president, treasurer or other officer of the Association, which persons may be a Director, and the Directors may define their duties and fix the salary or remuneration, if any, and other terms of employment of such vice president, treasurer or other officer .

PART 8 – COMMITTEES

8.1 Delegation

The Directors may delegate some but not all of their powers to a committee or committees consisting of such persons as they think fit, a majority of whom shall be Directors. A committee shall, in the exercise of its powers, conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers at the meeting of the Directors to be held next after the same shall have been done.

8.2 Proceedings of Committees

8.2.1. The members of a committee may meet and adjourn as they think proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the committee members present either in person or by telephone or other means and in the case of an equality of votes the chair of the meeting shall not have a second or casting vote.

8.2.2. The provisions relating to proceedings at meetings of Directors set forth in Part 5 shall apply *mutatis mutandis* to meetings of committees.

PART 9 – CONTRACTS AND EXECUTION OF DOCUMENTS

9.1. Seal

The Directors may provide a common seal for the Association and the Directors shall have power from time to time to destroy the seal and substitute a new seal in its place.

9.2. Use of Seal

The Directors shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except in the presence of:

- (a) any two Directors; or
- (b) any one officer and any one Director; or
- (c) such other person or persons as may be determined by the Directors;

and such Directors, officers or persons shall sign every instrument to which the seal of the Association is affixed in their presence. A resolution of the Directors directing the general use of the seal may at any time be passed by the Directors and shall apply to the use of the seal until countermanded by another resolution of the Directors.

9.3 Contracts of the Association

The President may enter the Association into contracts with a value up to \$1000 without prior resolution of the Directors. The President along with one other Director may enter the Association into contracts with a value of up to \$10,000 but not exceeding \$10,000. No contract with a value greater than \$10,000 shall be entered into by the Association without a prior resolution of the Directors or of the committee to which the power to enter into a specific contract has been delegated.

9.4. Execution of Documents

Unless otherwise provided in these Bylaws or by resolution of the Directors, all documents signed and executed on behalf of the Association whether or not under seal, shall be signed by at least two Directors or by at least one officer and at least one Director.

PART 10 – FINANCIAL, RECORDS, AUDIT AND ACCOUNTING

10.1. Records and Accounts

The Directors shall cause to be kept proper accounting records for the Association and all corporations in which the Association holds 50% or more of the issued share capital, and without limiting the generality of the foregoing shall cause records to be kept of every sum of money received and disbursed by the Association and said corporations, every sale and purchase by the Association and said corporations, every asset and liability of the Association and said corporations, and every other transaction affecting the financial position of the Association and said corporations.

10.2. Place of Records

The accounting records of the Association shall be kept at such place as the Directors may determine within the Province of British Columbia,

10.3. Inspection

The accounts and financial records of the Association shall be available for the inspection of the Directors at any time during normal business hours.

10.4. Auditor

10.4.1. At an annual general meeting, the members may appoint an auditor to hold office until the next annual general meeting or until a successor is appointed,

10.4.2. The Directors shall forthwith fill any vacancy occurring in the office of the auditor.

10.4.3. The auditor may be removed by ordinary resolution.

10.4.4. No Director and no employee of the Association shall be the auditor, but a member may be the auditor.

10.4.5. The auditor may attend meetings of the members and meeting of Directors.

10.5. Fiscal Year

The fiscal year end of the Association shall be determined by resolution of the Directors.

10.6. Financial Statements

The Directors shall at least once in every fiscal year cause to be prepared financial statements of the Association and of each corporation in which the Association holds 50% or more of the issue share capital. The financial statements shall consist of a statement of income and expense, a statement of surplus, a balance sheet, a statement of source and application of funds and such other statements as the auditor of the Association (if applicable) shall advise.

10.7. Directors' Report

The Directors shall produce or cause to be produced a written report in each year of the operation of the Association containing a statement of the Association's general policies, business and major transactions during the year and shall table the report at the annual general meeting.

10.8. Reporting

The Directors shall cause the Directors' report, the auditor's report (if applicable) and the financial statements of the Association and of corporations in which the Association holds 50% or more of the issued share capital to be delivered within 90 days of the annual general meeting of the Association to be the auditors of the Association (if applicable) and to each of the Directors,

10.9 Banking

The Directors shall cause an appropriate bank account or appropriate bank accounts to be established with respect to the funds of the Association and shall in consultation with the auditors of the Association (if applicable) ensure that appropriate controls are imposed on such bank accounts.

PART 11 – REMUNERATION OF DIRECTORS

11.1. Authority

The Directors shall have the right to receive from the Association such reasonable fees and remuneration for acting as Directors as the members by special resolution shall approve. Without limiting and generality of the foregoing, the members by special resolution may from time to time establish a reasonable per diem allowance to be paid to the Directors for time spent acting as Director and the members may by special resolution allocate funds of the Association to be used for the remuneration of certain Directors carrying out special projects on behalf of the Association.

11.2. Director as Employee

The Directors shall have the right to pay to a Director, as officer or other employee of the Association or of a corporation wholly or partially owned by the Association, a proper and reasonable salary which may be in addition to the remuneration paid to such Director in that person's capacity as a Director.

11.3. Expenses

Directors shall be entitled to be reimbursed and repaid such reasonable expenses as they may necessarily incur in connection with the activities and administration of the Association.

PART 13 – BORROWING

13.1. Borrowing

In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, borrow such funds as the Directors think desirable and secure the payment or re-payment of such borrowings by giving security in whatever form the Directors shall deem fit over the funds, property and assets of the Association, including without limiting the generality of the foregoing, by the issuance of debentures.

13.2. Debentures

No debentures shall be issued without approval by a special resolution.

13.3. Authorizing Resolution

The members may by special resolution confer a general power on the Directors to issue debentures for a period not exceeding one year from the date the resolution is passed.

PART 14 – MINUTES AND RECORDS

14.1 Minutes and Records

The Directors shall cause minutes of all meetings of members and of Directors and resolutions consented to in writing by the members or the Directors, together with minutes of all meetings of committees of Directors, and copies of all notices, filings and reports required pursuant to the Societies Act or these Bylaws and all registers required under the Societies Act or these Bylaws to be maintained at such place as the Directors shall determine which shall be accessible to the Directors upon reasonable notice.

PART 15 – ALTERATIONS

15.1 Alterations

The provisions of the Constitution and Bylaws may be amended by special resolution.

PART 16 – NOTICES

16.1 Delivery of Notice

Any notice to be given pursuant to these Bylaws may be delivered to a member or a Director personally, by prepaid mail addressed to that person's registered address, or by e-mail.

16.2. Notices Mailed

A notice sent by mail shall be deemed to have been received on the second day following that on which the notice was posted, and a notice sent by e-mail shall be deemed to have been received on the first day following that on which the notice was emailed.

PART 17 – DISSOLUTION

17.1 Dissolution

It is recognized that the Association may be dissolved pursuant to the provisions of the Societies Act.

17.2 Distribution of Assets upon Dissolution

Upon dissolution or winding-up of the Association, after payment of all liabilities, the assets and property of the Association shall be paid and distributed to one of more registered Canadian charities operating in Canada, having objects similar or

related to the objects of the Association, or another qualified recipient as defined under the Societies Act. The assets shall not be distributed among the members or Directors.