



**BRITISH
COLUMBIA**

File Number: S-44965

CASA LOMA COMMUNITY ASSOCIATION

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on August 06, 2002

**JOHN S. POWELL
Registrar of Companies**

SOCIETY ACT

CONSTITUTION

1. The name of the Society is: **Casa Loma Community Association.**
2.
 - a) The activities and purposes of the Society are to work together to meet the challenges and opportunities presented to the community of Casa Loma on the Westside and to foster and advance any common interests and goals deemed helpful or beneficial to Casa Loma, while protecting the best interests of the members of the Society.
 - b) To receive gifts of real and personal property and to hold the same in the name of the Society for the purpose of the Society or to dispose of same.
 - c) To receive funds to enable the Society to carry out its purposes by soliciting and receiving money and property, both real and personal, by gift, contribution, bequest or otherwise and including but not limited to the obtaining of funds from any local government, the Government of British Columbia or the Government of Canada. The Society may enter into one or more agreement(s) respecting the use or distribution of such funds.
3. In the event of the winding up or dissolution of the Society its funds and assets remaining after the satisfaction of its debts, liabilities and payment of outstanding obligations, shall be given or transferred to an organization with similar purposes pursuant to section 149(1)(f) or (1) of the *Income Tax Act* (CDN). (This clause is unalterable)
4. Notwithstanding clause 2 of the Constitution, all purposes shall be organized and operated exclusively on a non-profit basis.
5. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily or reasonably incurred by him/her while engaged in the affairs of the Society.
6. No part of the income of the Society shall be payable or otherwise available for the personal benefit of any member, Director, Officer or shareholder.
7. The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
8. Paragraphs 4, 5, 6, 7 and 8 of the Constitution are alterable in accordance with the *Society Act*.

SOCIETY ACT

BY-LAWS OF CASA LOMA COMMUNITY ASSOCIATION

Here, set forth, in numbered clauses, are the by-laws providing for the matters referred to in s. 6(1) of the Society Act and any other by-laws.

Part 1 - Interpretation

1. In these by-laws, unless the context otherwise requires:
 - a) "Director" means the Directors of the Society for the time being;
 - b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force, and all amendments to it;
 - c) "Registered address of a member" means their address as recorded in the Registrar of members;
 - d) "Term" means the time between the annual general meeting and the immediate next annual general meeting;
 - e) "Officer term" has the same meaning as "term".
2. The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
3. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 - Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws; and, in either case, have not ceased to be members. The initial Directors shall be the incorporating members of the Society, each of whom will serve until the first annual general meeting.
5. A person may apply to the Directors or their designate and, upon acceptance by the Directors or their designate, the person becomes a member.
6. Every member shall uphold the Constitution and comply with these by-laws and the policies of the Society.
7. The Directors may determine the membership dues, if any.
8. A person shall cease to be a member of the Society
 - a) by delivering their resignation in writing to the Secretary of the Society or by mailing it or delivering it to the address of the Society, or
 - b) on their death, or in the case of a corporation on dissolution, or
 - c) on being expelled, or
 - d) on having been a member not in good standing for a period of 30 days.
9.
 - a). A member may be expelled by special resolution of the members passed at a general meeting.
 - b). The notice of special resolution for expulsion shall be accompanied by a brief

statement of the reason(s) for the proposed expulsion.

- c). 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.

10. All members are in good standing except a member who has failed to pay any applicable membership fee or other subscription or debt owing by him to the Society or the member moves outside the boundaries of Casa Loma.

Part 3 -Meetings of Members

11. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, whenever they think fit, convene an extraordinary general meeting.
14. Notice of a general meeting shall specify the place, the day, and the hour of meeting, and, in the case of special business, the general nature of that business.
15. 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 any of the proceedings at that meeting.
16. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the preceding annual general meeting.

Part 4 -Proceedings at General Meetings

17. 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 financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditor, if required; and
 - vii. such other business as, 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.
18. 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.

19. 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 the meeting is adjourned or terminated.
20. A quorum is three members present, or such greater number as the members may determine at a general meeting.
21. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting 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 there are at least three members present.
22. Subject to by-law 23, 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.
23. If at a general meeting
 - a) there is no President, Vice-President, or other Director present within 15 minutes of 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 number to be chairperson.
24.
 - a) 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.
 - b) When 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.
 - c) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
25.
 - a) No resolution proposed at a general meeting need be seconded, and the Chairperson of a meeting may move or propose a resolution.
 - b) In the case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
26.
 - a) A member in good standing present at a meeting of members is entitled to one vote.
 - b) Voting is by a show of hands, unless the members otherwise decide.
 - c) Voting by proxy is permitted as provided for in Part 5.
27. 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 reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 -Proxy Voting

28. Unless the Directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting at

which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.

29. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or 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.
30. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form of the following, or in any other form that the Directors shall approve:

CASA LOMA COMMUNITY ASSOCIATION

The undersigned hereby appoints _____ of
_____ or failing him/her _____ of
_____ as proxy for the undersigned to attend at and vote for and
on behalf of the undersigned at the general meeting of the Society to be
held on the ___-day of _____, 20___
Signed this the _____ day of _____, 20___

(Signature of Member)

31. A proxy is valid for only one meeting or any adjournment thereof.

Part 6 -Directors and Officers

32. The Directors 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 Society in a general meeting, but subject, nevertheless, to provisions of
- a) all laws affecting the Society;
 - b) these by-laws; and
 - c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a general meeting.
33. No rule made by 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.
34. The President, Vice-President, Secretary, Treasurer and one or more Directors appointed upon incorporation or as determined by the members shall be Officers of the Society.
35. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
36. There shall be five Directors or such other number as determined by the member of appointed upon incorporation.
37. The first Directors shall retire at the first annual general meeting following incorporation.
38. The Directors shall retire at the expiration of their term, when their successors shall be elected.
39. A Director shall be elected at the annual general meeting for one term.

40. Officers shall be elected at annual meetings.
41. Election procedures at the annual general meeting shall be determined by the member present.
42. Officers shall serve for one officer term, upon election.
43.
 - a) The Directors may at any time appoint a member as a Director to fill any Director vacancy.
 - b) The Directors may at any time appoint a Director to fill any Officer vacancy.
 - c) A Director so appointed holds office until the next annual general meeting.
 - d) Any Officer so appointed shall serve the unexpired officer term of the Officer they are replacing.
44.
 - a) If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these by-laws.
 - b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors currently in office.
45. The members may by special resolution, remove a Director before the expiration of their office and may elect a successor to serve to the next annual general meeting.
46. In accordance with Paragraph 5 of the Constitution, no Director or Officer shall be remunerated for acting as such, but may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 7 -Proceedings of Directors

47.
 - a) The Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit (provided that such regulations are not inconsistent with the Constitution of the Society and these by-laws), and may hold meetings, in whole or in part, by telephone or telephone conference call.
 - b) The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
 - c) The President shall be Chairperson of all meetings of the Directors unless the Directors decide otherwise.
 - c) A Director may at any time, and the Secretary on the request of a Director shall convene a meeting of the Directors.
48.
 - a) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they see fit, and may name the committee.
 - b) A committee so formed in the exercise of the powers so delegated shall 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 exercise of those powers to the Directors.
49. Subject to directions from the Board, the committee shall determine its own procedure.

50. The members of a committee shall meet and adjourn as they think proper.
51. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
- a) no notice of meetings 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.
52. a) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- b) In case of an equality of votes, the Chairperson does not have a second or casting vote.
53. 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.
54. A resolution in writing, signed by all of 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 8- Duties of Officers

55. a) The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.
- b) The President shall be the Chief Executive Officer of the Society.
56. The Vice-President shall carry out the duties of the President during the absence or disability of the President.
57. The Secretary shall:
- a) conduct the correspondence of the Society;
 - b) issue notices of meetings of the Society and Directors;
 - c) keep minutes of all meetings of the Society and Directors;
 - d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - e) have custody of the common seal of the Society; and
 - f) maintain the register of members.
58. The Treasurer shall:
- a) ensure that full and accurate financial records are kept, in proper books of account, as are necessary to comply with the Society Act;
 - b) render financial statements to the Directors, members and others when required.
59. a) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- b) Other officers, if any, shall perform such duties as the Directors decide.

- c) The Directors or members may add additional duties to any Director or Officer or transfer duties among Directors or Officers.
60. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
61. A Director or acting Director shall
- a) act honestly and in good faith in the best interests of the Society; and
 - b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Director.
62. A Director or acting Director who is directly or indirectly interested in a proposed contract or transaction of the Society shall disclose promptly and fully the nature and extent of their interest to each member of the Board of Directors and comply with the Society Act.
63. The Directors shall enter in the register the names of all applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
- a) the full name and resident address;
 - b) the date on which a person is admitted as a member; and
 - c) the date on which a person ceases to be a member.
64. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Society for the annual general meeting.
65. The Directors shall, on behalf of the Society, file all financial and other reports that must be filed after the annual meeting as required by the Society Act, Income Tax Act or other law.
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66. The Directors shall ensure that the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
67. The Directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions, and without limiting the foregoing, shall keep records of
- a) all money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - b) every asset and liability of the Society; and
 - c) every other transaction affecting the financial position of the Society.

Part 9 -Seal

68. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
69. The common seal of the Society shall be in the custody of the Secretary or other person designated by the Directors.
70. The common seal shall be affixed to any document or instrument only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution or if no persons are prescribed in the presence of the President and Secretary or President and Secretary / Treasurer.

Part 10- Borrowing

71. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such a manner as they decide, and in particular but without limiting the generality of the foregoing, by the issue of debentures.
72. No debentures shall be issued without the sanction of a special resolution.
73. The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

Part 11 -Auditor

74. This part applies only where the Society is required or has resolved to have an auditor.
75. The first auditor shall be appointed by the Directors, who shall also fill all vacancies occurring in the office of auditor.
76. At each annual general meeting, the Society may appoint an auditor to hold office until their re-appointment or the appointment of their successor at the next annual general meeting.
77. An auditor may be removed by ordinary resolution.
78. An auditor shall be informed forthwith in writing of their appointment or removal.
79. No Director or employee of the Society shall be auditor.
80. The appointed auditor/auditing firm may be represented at general meetings.

Part 12 -Notice to Members

81. A notice may be given to a member personally, by mail to their registered address, by fax to their specified fax number or by email to their email address.
82. 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.
83.
 - a) Notice of a general meeting shall be given to
 - i. every member shown on the Register of Members on the day notice is given, and
 - ii. the auditor, if Part 11 applies.
 - b) No other person is entitled to receive a notice of a general meeting.

Part 13- Indemnification of Directors and Volunteers


84. Except as otherwise provided in the Society Act, every person servicing as a Director or volunteer of the Society is to the full extent permitted by law indemnified, and held harmless by the Society from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them. The failure of a Director or volunteer of the Society to comply with the provisions of the Society Act or of the Constitution or these By-laws does not invalidate any indemnity to which they are entitled.

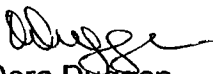
Part 14- By-laws


- 85. After being admitted, a member is entitled to a copy of the Constitution and by-laws upon paying the sum of \$1.00.
- 86. These By-laws shall not be altered except by special resolution.


Applicants for Incorporation


Witness

Signature: 
Name: Michael Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1T1

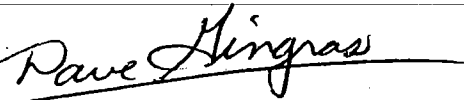
Signature: 
Name: Dora Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1T1

Signature: 
Name: Betty Williams
Address: 2627 Campbell Road,
Kelowna, BC, V1Z 1T1


Signature: 
Name: Dora Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1T1

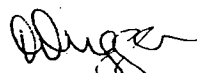
Signature: 
Name: Cherylanne Dick
Address: 2710 Benedick Road,
Kelowna, BC, V1Z 1T9

Signature: 
Name: Dora Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1T1

Signature: 
Name: Dave Gingras
Address: 2782 Benedick Road,
Kelowna, BC, V1Z 1T9

Signature: 
Name: Dora Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1T1

Signature: 
Name: Ronald Renneberg
Address: 2555 Campbell Road,
Kelowna, BC, V1Z 9R9

Signature: 
Name: Dora Duggan
Address: 2669 Campbell Road,
Kelowna, BC, V1Z 1t1

Dated this the 31st day of July 2002 in the Regional District of the Central Okanagan, in the Province of British Columbia.

FORM 5

SOCIETY ACT

NOTICE OF ADDRESS OF SOCIETY

The address of the Society is **2669 Campbell Road, Kelowna, BC, V1Z 1T1**, until the day after the next Notice of Address of the Society is filed by the Society.

DATED the 14-day of July, 2002.

Casa Loma Community Association



By: Michael Duggan, P.Eng.
President - Casa Loma Community Association.



Ministry of Finance
Corporate and Personal
Property Registries
www.fin.gov.bc.ca/registries

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor – 940 Blanshard Street
Victoria BC

FORM 4
(Section 3)
Society Act

Enquiries: 250 356-8673
Hours: 8:30 – 4:30 (Monday to Friday)

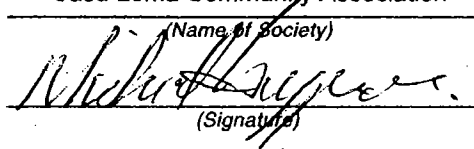
Freedom of Information and Protection of Privacy Act (FIPPA)
The personal information requested on this form is made available to the public under the authority of the *Society Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Analyst, Corporate and Personal Property Registries at 250 356-0944, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

LIST OF FIRST DIRECTORS OF Casa Loma Community Association
(Name of Society)

	FULL NAMES	RESIDENTIAL ADDRESSES*
1.	Michael Duggan	2669 Campbell Road, Kelowna, BC, V1Z 1T1
2.	Betty Williams	2627 Campbell Road, Kelowna, BC, V1Z 1T1
3.	Cherylanne Dick	2710 Benedick Road, Kelowna, BC, V1Z 1T9
4.	Dave Gingras	2782 Benedick Road, Kelowna, BC, V1Z 1T9
5.	Ronald Renneberg	2555 Campbell Road, Kelowna, BC, V1Z 9R9

Note: (a) One director must be ordinarily resident in British Columbia.
(b) Full names and residential addresses are required for all directors.
* This address must be a complete **physical address**. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office.

YYYY / MM / DD
Dated on 2002 / 07 / 30

Casa Loma Community Association
(Name of Society)
by 
(Signature)
President
(Relationship to Society)