

**NOTICE OF SPECIAL RESOLUTION  
OF  
WEST POINT GREY COMMUNITY CENTRE ASSOCIATION**  
(the "Society")

The following special resolution will be proposed for approval at the Society's extraordinary general meeting on Thursday July 21, 2022 at 6:30 pm, at Aberthau West Point Grey Community Centre:

**Amendments to Bylaws**

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended as follows, to take effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies:

1. by deleting in its entirety existing paragraph (d) of Bylaw 1.1 [*Definitions – "Board Resolution"*] and substituting in place thereof the following:

“(d) **“Board Resolution”** means:

- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
  - (A) in person at a duly constituted meeting of the Board;
  - (B) by Electronic Means in accordance with these Bylaws, or
  - (C) by combined total of the votes cast in person and by Electronic Means; or
- (2) a resolution that has been submitted to all Directors and consented to in writing by three-fourths (3/4) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;”

2. by deleting in its entirety existing paragraph (m) of Bylaw 1.1 [*Definitions – "Ordinary Resolution"*] and substituting in place thereof the following:

“(m) **“Ordinary Resolution”** means:

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

- (4) a resolution that has been submitted to the Members and consented to in writing by at least three-quarters (3/4) of the Voting Members in good standing,

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

3. by deleting in its entirety existing paragraph (s) of Bylaw 1.1 [*Definitions – “Special Resolution”*] and substituting in place thereof the following:

“(s) **“Special Resolution”** means:

- (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least three-fourths (3/4) of the votes cast in respect of the resolution by those Members entitled to vote:
- (A) in person at a duly constituted General Meeting;
- (B) by Electronic Means in accordance with these Bylaws, or
- (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- (2) a resolution that has been submitted to the Members and consented to in writing by every Voting Member in good standing who would have been entitled to vote on the resolution in person or by Electronic Means at a General Meeting,

and a Special Resolution approved by any of these methods is effective as though passed at a General Meeting of the Society;”

4. by inserting the following immediately after existing paragraph (g) of Bylaw 1.1 [*Definitions – “Directors”*] as a new paragraph (h) of Bylaw 1.1 and renumbering the subsequent provisions of Bylaw 1.1 accordingly:

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

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

5. by deleting in its entirety the final sentence in Bylaw 1.2 [*Societies Act Definitions*].

6. by deleting in its entirety existing Bylaw 4.6 [*Contents of Notice*] and substituting in place thereof the following:

**“4.6 Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must also contain instructions for attending and participating in the meeting by Electronic Means, including instructions for voting.”

7. by deleting in its entirety the final sentence in existing Bylaw 5.2 [*Attendance at General Meetings*];
8. by deleting existing Bylaw 5.3 [*No Electronic Participation in General Meetings*] in its entirety and substituting in place thereof the following:

**“5.4 Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.”

9. by deleting existing Bylaw 5.5 [*Quorum*] in its entirety and substituting in place thereof the following”

**“5.5 Quorum**

A quorum at a General Meeting is twenty (20) Voting Members in good standing on the date of the meeting.”

10. by deleting existing Bylaw 6.3 [*Voting Methods*] in its entirety and substituting in place thereof the following”

**“6.3 Voting Methods**

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Voting Members in good standing equal to

not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member in good standing voted.”

11. by inserting the word “Voting” immediately before the word “Members” in Bylaw 8.2 [*Elections Generally*] and, immediately following the word “Members” and before the comma, inserting the phrase “in good standing”.
12. by deleting paragraph (a) in existing Bylaw 8.5 [*Election By Secret Ballot*] in its entirety and substituting in place thereof the following:

“(a) the secret ballot will be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;”

13. by deleting existing Bylaw 10.6 [*No Electronic Participation in Board Meetings*] in its entirety and substituting in place thereof the following:

“10.6 **Electronic Participation in Board Meetings**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.”

14. by deleting existing Bylaw 11.4 [*Procedure for Voting*] in its entirety and substituting in place thereof the following”

“11.4 **Voting Methods**

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.”

15. by correcting any grammatical or punctuation errors that arise as a result of the foregoing amendments and by renumbering all parts, sections, subsections and paragraphs, including cross-references, affected by the above amendments accordingly.

**Authorization**

BE IT IS RESOLVED as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in giving effect to the foregoing amendments to the Society's Bylaws.

*Please see attached an unofficial consolidation of the Society's bylaws reflecting the foregoing proposed amendments. Please note that these proposed bylaws have been prepared with the assistance of legal counsel and have been vetted and approved by the Society's board of directors.*