

**SUNDANCE BEACH EASEMENT HOLDERS ASSOCIATION**

**NOTICE OF ANNUAL GENERAL MEETING**

The annual general meeting of the members of the Sundance Beach Easement Holders Association (the "Association") will be held at 10:00 am on Saturday, October 15, 2016 at the Sundance Beach Community Centre (John Turgeon Hall). At the annual general meeting, the members of the Association will be asked to vote on the following matters:


1. waiver of the requirement in the existing by-laws of the Association that the 2016 annual general meeting of the members of the Association must be held no later than September 30, 2016;
2. approval of the minutes of the 2015 annual general meeting of the members of the Association;
3. acceptance of the annual financial statement of the Association for the fiscal year ended June 30, 2016;
4. confirmation that the fiscal year end of the Association is December 31 not June 30 and, if necessary, confirmation that the fiscal year of the Association is changed to December 31;
5. election of two members of the Association to serve as the auditor of the Association for the fiscal year ending December 31, 2016;
6. replacement of the existing objects of the Association with new objects;
7. replacement of the existing by-laws of the Association with new by-laws;
8. election of three members of the Association to serve as directors of the Association; and
9. any other matter which is properly brought before the members for consideration at the annual general meeting.

The replacement of the existing objects of the Association with new objects and the replacement of the existing by-laws of the Association with new by-laws will require an extraordinary resolution (special resolution) of the members of the Association. In order to be effective, the extraordinary resolution must be passed by not less than three-quarters (75%) of the members of the Association who are present in person at the annual

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general meeting and who are entitled to vote (Note: Only one vote per lot). A copy of the proposed extraordinary resolution to be considered at the annual general meeting (including the new objects of the Association and the proposed new by-laws of the Association) is attached to this notice and will be made available to the members at the annual general meeting. As well, prior to the annual general meeting, a copy of the proposed extraordinary resolution will be made available, upon request by members of the Association, (i) in print form to those members who visit the administrative office of the Summer Village of Sundance Beach in the Sundance Beach Community Centre during normal business hours, and (ii) in electronic form to those members who provide their e-mail addresses to the administrative office of the Summer Village of Sundance Beach in the Sundance Beach Community Centre during normal business hours.

Dated as of the 14<sup>th</sup> day of September, 2016.

  
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Douglas Boswell - President

**SUNDANCE BEACH EASEMENT HOLDERS ASSOCIATION**

**EXTRAORDINARY RESOLUTION OF MEMBERS**

**I - Replacement of Objects of the Association**

BE IT RESOLVED THAT the objects set out in section 2 of the application for incorporation of the Sundance Beach Easement Holders Association (the "Association") are hereby repealed and replaced with the objects set out in Schedule A attached to this extraordinary resolution.

**II - Replacement of By-Laws of the Association**

BE IT RESOLVED THAT the by-laws of the Association are hereby repealed and replaced with the by-laws set out in Schedule B attached to this extraordinary resolution.

I, Douglas Boswell, President of the Sundance Beach Easement Holders Association, hereby certify that the extraordinary resolution set out in Articles I and II above was passed and approved by not less than three-quarters (75%) of the voting members present in person at a duly convened meeting of the members of the Sundance Beach Easement Holders Association held on October 15, 2016 and that the objects set out in Schedule A attached hereto and the by-laws set out in Schedule B attached hereto are true copies of the objects and the by-laws of the Sundance Beach Easement Holders Association, as amended up to and including October 15, 2016.

Dated as of the 15th day of October, 2016.

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**Doug Boswell - President**

**SCHEDULE A TO EXTRAORDINARY RESOLUTION**

2. The objects/purposes of the Sundance Beach Easement Holders Association (the "Association") shall be as follows:
- (a) To assist the Summer Village of Sundance Beach (the "Summer Village") (including its development officer and authorized representatives) with monitoring and regulating the development and use of the lands which are located between Lakeshore Drive and the high water mark of Pigeon Lake and which are located within the municipal boundaries of the Summer Village (the "SV Shoreline Lands") including, without limitation (i) the lands which are owned by the Association and which form part of the SV Shoreline Lands (the "Easement Lands"), (ii) the public utility lots which are owned by the Summer Village and which form part of the SV Shoreline Lands, and (iii) the road allowances which are used by residents of the Summer Village and which form part of the SV Shoreline Lands;
  - (b) To serve as an information source and a communication liaison between the Summer Village (including its development officer and authorized representatives) and the residents of the Summer Village with respect to (i) requests for development permits applicable to the SV Shoreline Lands, (ii) requests for information and assistance by such residents in connection with such development permits including, without limitation, applicable land use by-laws, and (iii) if applicable, disputes arising between such residents concerning the development and use of the SV Shoreline Lands;
  - (c) To assist the Summer Village (including its development officers and authorized representatives) with monitoring, remedying and otherwise dealing with any unsafe, dangerous or hazardous conditions on the SV Shoreline Lands including, without limitation, trees, buildings, structures, equipment, fire pits and retaining walls;
  - (d) To protect the SV Shoreline Lands from unnatural erosion;
  - (e) To reduce the impact of adverse conditions (including, without limitation, adverse environmental conditions) on the SV Shoreline Lands and the fish habitat of Pigeon Lake;
  - (f) To protect the structure, integrity and condition of the roadways located adjacent to the SV Shoreline Lands;
  - (g) To sell, purchase, manage, lease, mortgage, dispose of or otherwise deal with the property and assets of the Association including, without limitation, granting easements

and licenses of occupation with respect to the right to occupy and use the Easement Lands;

(h) To borrow funds in order to achieve the objects of the Association including, without limitation, by way of one or more lines of credit with one or more financial institutions or otherwise;

(i) To receive, obtain or otherwise acquire funds to allow the Association to operate and achieve its objects including, without limitation, by way of imposing and collecting membership fees from its members;

(j) To hire, employ, retain or otherwise acquire the services of employees and contractors in order to achieve the objects of the Association; and

(k) to purchase, rent, lease or otherwise acquire property, equipment and other assets in order to achieve the objects of the Association.

**SCHEDULE B TO EXTRAORDINARY RESOLUTION**

See the by-laws of the Sundance Beach Easement Holders Association attached to this Schedule B.

**BY-LAWS OF THE SUNDANCE BEACH EASEMENT HOLDERS ASSOCIATION**

**1. Definitions**

In these By-laws, unless otherwise stated, the following definitions shall have the following meanings:

- (a) "Annual Meeting" means an annual general meeting of the Members.
- (b) "Association" means the Sundance Beach Easement Holders Association.
- (c) "Board" means the board of Directors of the Association.
- (d) "By-laws" means the by-laws of the Association, as amended or replaced from time to time.
- (e) "Directors" means the persons who are elected by the Members (or, in the case of the councillor described in section 4(a) of these By-laws, designated by the Summer Village) as directors of the Association from time to time.
- (f) "Lot" means one of the lots described in section 3(a) of these By-laws.
- (g) "Members" means the persons who hold membership in the Association and who are described in section 3(a) of these By-laws.
- (h) "Officers" means the persons who are appointed by the Directors as officers of the Association.
- (i) "Special Resolution" means (i) a resolution passed at a meeting of the Members of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given and by the vote of not less than 75% of the Voting Members present in person at the meeting, or (ii) a resolution proposed and passed at a meeting of the Members of which less than 21 days' notice has been given, if all of the Members entitled to attend and vote at the meeting so agree, or (iii) a resolution consented to in writing by all of the Members who would have been entitled at a meeting of the Members to vote on the resolution in person.
- (j) "Summer Village" means the Summer Village of Sundance Beach.
- (k) "Voting Members" means the Members who are entitled to vote at a meeting of the Members, who shall be at least 18 years old and who shall be subject to the restriction on the number of votes set out in section 7(e) of these By-laws.

**2. Name**

- (a) The name of the Association shall be the "Sundance Beach Easement Holders Association".

**3. Membership**

- (a) Membership in the Association shall be restricted to (i) the registered owners whose names appear on the certificates of title at the Land Titles Office in the Province of Alberta applicable to the following lots legally described as follows:

Plan 4816 HW

Block 2	Lots 4 to 11 inclusive
Block 4	Lots 2 to 11 inclusive
Block 6	Lots 2 to 10 inclusive
Block 8	Lots 2 to 11 inclusive

Plan 2683 KS

Block 9	Lots 1 to 12 inclusive
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Plan 3381 KS

Block 10	Lots 2 to 6 inclusive and Lots 10 to 15 inclusive
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Plan 4972 KS

Block 11	Lots 2 to 8 inclusive and Lots 12 to 18 inclusive
Block 12	Lots 2 to 7 inclusive and Lots 11 to 15 inclusive

and (ii) the spouse (legal or common law) of the registered owners described in section 3(a)(i) of these By-laws.

(b) Any given person described in section 3(a)(i) of these By-laws and the spouse (legal or common law) of such person shall automatically become Members upon such person becoming a registered owner of a Lot. Such person and the spouse of such person shall cease to be Members upon (i) such person ceasing to be a registered owner of a Lot, (ii) such person withdrawing from membership in the Association in accordance with section 3(d) of these By-laws, (iii) during any suspension from membership in the Association applicable to such person, or (iv) the death of such person.

(c) The fee for membership in the Association shall be \$35.00 per calendar year per Lot or such other amount as may be designated in writing by the Board from time to time. The membership fee for any given Lot shall be payable on an annual basis on the same date that the property taxes applicable to that lot are payable or such other date as may be designated in writing by the Board from time to time.

(d) Any Member wishing to withdraw from membership in the Association may do so upon notice in writing to the Board addressed to the Secretary. Such withdrawing Member shall cease to be a Member as of the date upon which such notice is received by the Secretary.

(e) If any Member is in arrears for fees for any given calendar year, then such Member shall be automatically suspended from membership in the Association at the expiration of six months from the date on which such fees were due. Such suspended Member shall be automatically reinstated as of the last day of the month in which such arrears are paid in full.

(f) Any Member may be suspended from membership in the Association for any cause which the Board may deem reasonable upon a vote in favour of suspension by not less than 75% of the Voting Members present at a duly convened meeting of the Members. Such suspended Member shall not be reinstated without a vote in favour of reinstatement by not less than 75% of the Voting Members present at a duly convened meeting of the Members.

(g) Any Member in good standing shall be entitled to (i) receive notice (if applicable) of meetings of Members, (ii) attend meetings of Members, (iii) speak at meetings of Members, (iv) vote at meetings of Members (subject to the restriction on the number of votes set out in section 7(e) of these By-laws), and (v) exercise other rights and privileges given to Members in these By-laws. For greater certainty, a suspended Member shall not be entitled to exercise any rights or powers given to Members in these By-laws (including the right to vote) unless and until such Member has been reinstated. In circumstances



where a registered owner described in section 3(a)(i) of these By-laws is a corporation or other artificial legal entity, the membership rights and powers of such registered owner shall be exercised by a duly authorized officer of such registered owner.

#### **4. Directors**

(a) The Board shall consist of four Directors, (i) three of whom shall be elected by the Members, and (ii) one of whom shall be a councillor of the Summer Village and who shall be designated by the council of the Summer Village.

(b) The three Directors who are elected by the Members shall be elected for a term of three years and the one Director who is designated by the council of the Summer Village shall be designated for a term of one year.

(c) A Director may resign from office by giving not less than 30 days' written notice to the Board and such resignation shall take effect on the last day of the notice period. A Director may be removed from office pursuant to a Special Resolution passed at a duly convened special meeting of the Members called for that purpose. A Director shall cease to be a Director upon his or her death. Any vacancy occurring during the term of a Director may be filled by a replacement to be appointed by the Board and such replacement Director shall continue until a new Director is elected by the Members at a duly convened meeting of the Members.

(d) Any Member in good standing shall be eligible to serve as a Director.

(e) Subject to these By-laws and any restrictions set out in the Societies Act (Alberta), the Board shall have full control and management of the business and affairs of the Association and the Board shall have all powers required to carry out such function. Without limiting the generality of the foregoing, the Board may retain the services of one or more administrators to assist the Board in carrying its functions provided that the remuneration paid to such administrators is reasonable having regard to the work performed by such administrators.

(f) Meetings of the Board shall be held as often as the business of the Association shall require and shall be called by the President or any two Directors. Unless all of the Directors agree otherwise, meetings of the Board shall be called on not less than three days' notice in writing given to each Director by e-mail or telephone at the last known e-mail address or telephone number of such Director. A quorum for any meeting of the Board shall be three Directors.

(g) Voting at any meeting of the Board shall be in person and not by proxy or otherwise. Each Director shall be entitled to one vote. The chair of the meeting of the Board shall not have a second or casting vote in the case of a tie vote and, in such case, the motion is defeated.

(h) Directors may participate in meetings of the Board by telephone provided that all Directors participating in such meetings can hear each other.

(i) Directors may be reimbursed for reasonable out-of-pocket expenses incurred by such Directors in connection with the performance of his or her duties for the Association from time to time.

#### **5. Officers**

(a) The Officers shall consist of a President, a Secretary and a Treasurer. The Officers shall be appointed by the Board from among the three Directors who are elected by the Members and such appointments shall be made at the first meeting of the Board immediately following the Annual Meeting.

(b) Each Officer shall be appointed for a term of one year. An Officer shall cease to hold his or her appointed office upon such Officer ceasing to be a Director. Any vacancy occurring during the term of an Officer may be filled a replacement to be appointed by the Board.

(c) A Director may hold more than one office with the Association.

(d) The Officers shall carry out the duties of his or her office as set out below and any other duties assigned by the Board.

(e) The President shall supervise the affairs of the Board and shall be an ex-officio member of all committees (if any) of the Board. He or she shall, when present, preside as the chair at all meetings of the Members and all meetings of the Board.

(f) The Secretary shall maintain a minute book for the Association. The Secretary shall keep accurate minutes of all meetings of the Members and all meetings of the Board unless such task is delegated to another person by the chair of the meeting in question. The Secretary shall keep such minutes in the Association's minute book. The Secretary shall have custody of the seal of the Association (if any) and such seal, whenever used, shall be authenticated by the signatures of any two Officers. The Secretary shall keep a register of all of the Members, their mailing addresses and their e-mail addresses (if applicable) and the Secretary (or, in his or her absence, any other Officer) shall send all notices of the meetings of the Members as required. The Secretary shall file (or cause to be filed) on a timely basis the annual return of the Association and any other documents required to be filed in accordance with the Societies Act (Alberta).

(g) The Treasurer shall receive (or cause to be received) all monies paid to (or on behalf of) the Association and the Treasurer shall deposit (or cause to be deposited) such monies in the bank account established for the Association. The Treasurer shall properly account for the funds of the Association and the Treasurer shall keep such books and records as may be directed by the Board. The Treasurer shall (i) present a full detailed account of receipts and disbursements to the Board whenever requested, (ii) prepare (or cause to be prepared) for submission to the Members at each Annual Meeting a financial statement setting out the financial position of the Association, and (iii) submit a copy of such financial statement to the Secretary for the records of the Association.

(h) In the absence of an Officer, his or her duties may be discharged by another Officer as may be appointed by the Board.

(i) Officers may be reimbursed for reasonable out-of-pocket expenses incurred by such Officers in connection with the performance of his or her duties for the Association from time to time.

## **6. Books, Records and Financial Statements**

(a) The books, accounts and records of the Association shall be reviewed and audited at least once each year by the Association's auditor. A complete and proper financial statement of the Association for the previous year shall be signed by the Association's auditor and the Treasurer (or, in his or her absence, any other Officer) and the financial statement shall be submitted by the Treasurer to the Members at each Annual Meeting.

(b) At each Annual Meeting, the Association's auditor shall be appointed by the Members for the next fiscal year of the Association.

(c) December 31 in each year shall be the end of the fiscal year for the Association.

(d) The books and records of the Association may be inspected by any Member at an Annual Meeting or at any other time upon giving reasonable notice to, and arranging a time satisfactory with, the Treasurer. Each Director shall have access to such books and records at all times.

## **7. Meetings of the Association**

(a) The Association shall hold an Annual Meeting in each calendar year. Unless otherwise decided by the Board, the Annual Meeting shall be held on the same date and at the same place as the annual information meeting of the Summer Village but such Annual Meeting shall commence at least one hour prior to the commencement of the annual information meeting of the Summer Village. If such Annual Meeting is held on the same day and the same place as the annual information meeting of the Summer Village, then no notice of such Annual Meeting will need to be given to the Members (unless a Special Resolution is to be proposed at such Annual Meeting, in which case the requirements of a Special Resolution shall be met). If the Board decides to hold an Annual Meeting on a different date or at a different place than the annual information meeting of the Summer Village, then not less than 10 days' written notice of such Annual Meeting shall be given to the Members (unless a Special Resolution is to be proposed at such Annual Meeting, in which case the requirements of a Special Resolution shall be met).

(b) A special meeting of the Members may be called by the Board at any time. In addition, the President or the Secretary shall call a special meeting of the Members upon receipt by such Officer of a petition signed by not less than one-third of the Members in good standing and setting out the reasons for calling such special meeting. Unless otherwise provided in these By-laws, not less than 21 days' written notice of a special meeting shall be given to the Members.

(c) Notice of any meeting of the Members shall be given by any one or combination of the following methods: (i) mailing such notice to the Members at their last known mailing address as shown in the register of Members, (ii) e-mailing such notice to the Members at their last known e-mail address as shown in the register of Members, or (iii) posting such notice on one or more bulletin boards located within the Summer Village. No action taken at a meeting of the Members shall be invalid due to (i) any accidental omission to give any notice to any Member, (ii) any Member not receiving any notice, or (iii) any error in any notice that does not affect the meaning of such notice.

(d) A quorum for any meeting of the Members shall be seven Voting Members in good standing. If a quorum is not present within 30 minutes following the time for commencement of such meeting, then such meeting shall be automatically rescheduled for one week later at the same time and the same place and the number of Voting Members present at such rescheduled meeting shall constitute a quorum for such rescheduled meeting.

(e) Voting at any meeting of the Members shall be in person and not by proxy or otherwise. Notwithstanding the number of Members residing at or otherwise applicable to any given Lot described in section 3(a) of these By-laws, there shall be only one vote per Lot. Unless a vote by ballot is requested by not less than 10 Voting Members, a show of hands shall decide every vote at every meeting of the Members. In the case of a vote by ballot, the chair of the meeting of the Members shall determine the method to be followed for such vote by ballot. The chair of the meeting of the Members shall not have a second or casting vote in the case of a tie vote and, in such case, the motion is defeated.

## **8. Borrowing Powers**

(a) For the purposes of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as the Board thinks fit and, in particular, by the issue of debentures pro-

vided that in no case shall such debentures be issued without a Special Resolution approving such debentures .

**9. Indemnity and Insurance**

(a) Unless the Director or the Officer acted fraudulently, dishonestly or in bad faith, the Association shall indemnify each Director and each Officer against all damages, costs and charges which are suffered or incurred by each Director and each Officer in performing his or her duties as a Director or an Officer of the Association.

(b) The Board shall maintain (or cause to be maintained) insurance coverage at the cost and for the benefit of the Association in its capacity as the owner of the real property registered in the name of the Association. Such insurance coverage shall be in such amounts, of such types and with such insurers as the Board may determine, acting reasonably.

(c) The Board may maintain (or cause to be maintained) errors and omissions insurance coverage at the cost of the Association and for the benefit of the Directors and the Officers and such insurance coverage shall be in such amounts and with such insurers as the Board may determine, acting reasonably.

**10. Changes to By-laws**

(a) These By-laws shall not be amended, repealed or replaced except pursuant to a Special Resolution.