

HILLIARD'S BAY ESTATES

Bylaws of Amalgamated Condominium Plan #182 1711

(Previously known as Condo Corporations # 082 8078, # 092 6782, # 112 4012, #122 3679, #142 3351 and # 172 1423)

BYLAWS OF THE CORPORATION

- 1** (1) In these bylaws,
- (a) "Act" means the Condominium Property Act;
 - (b) "annual general meeting" means an annual general meeting of the corporation;
 - (c) "general meeting" means a general meeting of the corporation.
- (2) Expressions defined in Section 1 of the Act have the same meaning in these bylaws.
- (3) The rights and obligations given or imposed on the corporation or the owners under these bylaws are in addition to any rights or obligations given or imposed on the corporation or the owners under the Act.
- (4) If there is any conflict between these bylaws and the Act, the Act prevails.

DUTIES OF THE OWNER

- 2** An owner
- (a) shall permit the corporation and its agents, at all reasonable times on notice (except in case of emergency when no notice is required), to enter in or on the owner's unit for the purpose of
 - (i) inspecting the unit,
 - (ii) maintaining, repairing or replacing pipes, wires, cables and ducts existing in or on the unit and used or capable of being used in connection with the enjoyment of any other unit or common property,
 - (iii) maintaining, repairing or replacing common property, or
 - (iv) ensuring that the bylaws are being observed,
 - (b) shall forthwith
 - (i) carry out all work that may be required pursuant to these bylaws or as required by a municipal authority or other public authority in respect of the owner's unit, other than any work for the benefit of the building or parcel generally, and
 - (ii) pay all rates, taxes, charges and assessments that may be payable in respect of the owner's unit,
 - (c) shall maintain the owner's unit in a state of good repair,
 - (d) shall notify the corporation forthwith of
 - (i) any change in the ownership of the unit, or
 - (ii) any mortgage registered against the unit, and
 - (e) shall not make structural, mechanical or electrical alterations to the owner's unit or to the common property without the prior written consent of the board, which must not be unreasonably withheld.

POWERS OF THE CORPORATION

- 3** The corporation may
- (a) acquire personal property to be used
 - (i) for the maintenance, repair or replacement of the real or personal property of the corporation or the common property, or
 - (ii) by owners in connection with their enjoyment of the real and personal property of the corporation or the common property,
 - (b) borrow money required by it in the performance of its duties or the exercise of its powers,
 - (c) secure the repayment of money borrowed by it and interest on that money by negotiable instrument, a mortgage of unpaid contributions (whether levied or not), or a mortgage of any property owned by it or by any combination of those means,
 - (d) grant a lease to an owner under section 50 of the Act,
 - (e) charge interest under section 40 of the Act on any contribution owing to it by an owner, and
 - (f) make an agreement with an owner or tenant of a unit for the provision of amenities or services by it to the unit or to the owner or tenant of the unit.

ELECTION OF THE BOARD

- 4** (1) The board shall consist of not less than 3 and not more than 7 individuals.
(2) Notwithstanding subsection (1), if there are not more than 2 owners, the board may consist of one or more individuals not to exceed 7 in number.
(3) An individual shall not be a member of the board unless that individual is 18 years of age or older.

ELIGIBILITY TO SIT ON THE BOARD

- 5** (1) A person does not need to be an owner in order to be elected to the board.
(2) Notwithstanding subsection (1),
(a) if a unit has more than one owner, only one owner in respect of that unit may sit on the board at one time, and
(b) an owner who has not paid to the corporation the contributions due and owing in respect of the owner's unit is not eligible for election to the board.

VOTING

- 6** At an election of members of the board each person entitled to vote may vote for the same number of nominees as there are vacancies to be filled on the board.

TERM OF OFFICE

- 7** (1) Subject to subsection (2), a member of the board is to be elected at an annual general meeting for a term expiring at the conclusion of the annual general meeting convened in the 2nd year following the year in which the member was elected to the board.
(2) At the first general meeting convened under section 29 of the Act,
(a) not more than 50% of the members of the board shall be elected for a term expiring at the conclusion of the annual general meeting convened in the year following the year in which they were elected, and
(b) the balance of the members shall be elected for a term expiring at the conclusion of the annual general meeting convened in the 2nd year following the year in which they were elected.
(3) Each member of the board shall remain in office until
(a) the office becomes vacant under section 9 of these bylaws,
(b) the member resigns,
(c) the member is removed under section 8 of these bylaws, or
(d) the member's term of office expires, whichever comes first.

REMOVAL OF A MEMBER OF THE BOARD

- 8** Except when the board consists of less than 3 individuals, the corporation may by resolution at a general meeting remove a member of the board before the expiration of the member's term of office and appoint another individual in the member's place to hold that office for the remainder of the term.

VACATING OF THE OFFICE OF A MEMBER OF THE BOARD

- 9** The office of a member of the board is vacated if the member
(a) becomes bankrupt under the Bankruptcy and Insolvency Act (Canada),
(b) is more than 30 days in arrears in payment of any contribution required to be made by the member as an owner,
(c) is the subject of a certificate of incapacity issued under the Dependent Adults Act,
(d) is convicted of an indictable offence for which the member is liable to imprisonment for a term of not less than 2 years,
(e) resigns the member's office by serving notice in writing on the corporation, or
(f) is absent from 3 consecutive meetings of the board without permission of the board and it is resolved at a subsequent meeting of the board that the member's office be vacated.

VACANCY

- 10** When a vacancy occurs on the board under section 9 of these bylaws, the board may appoint an individual to fill that office for the remainder of the former member's term.

OFFICERS OF THE CORPORATION

- 11 (1)** At the first meeting of the members of the board held after the general meeting of the corporation at which they were elected, the board shall designate from its members a president, vice-president, secretary and treasurer of the corporation.
- (2)** Notwithstanding subsection (1), the board may designate one person to fill the offices of secretary and treasurer.
- (3)** In addition to those duties assigned to the officers by the board,
- (a)** the president or, in the event of the president's absence or disability, the vice-president,
 - (i)** is responsible for the daily execution of the business of the corporation, and
 - (ii)** shall act as chair of the meetings of the board;
 - (b)** the secretary or, in the event of the secretary's absence or disability, another member of the board designated by the board,
 - (i)** shall record and maintain all the minutes of the board,
 - (ii)** is responsible for all the correspondence of the corporation, and
 - (iii)** shall carry out the secretary's duties under the direction of the president and the board;
 - (c)** the treasurer or, in the event of the treasurer's absence or disability, another member of the board designated by the board, shall
 - (i)** receive all money paid to the corporation and deposit it as the board may direct,
 - (ii)** properly account for the funds of the corporation and keep those books as the board directs,
 - (iii)** present to the board when directed to do so by the board, a full detailed account of receipts and disbursements of the corporation, and
 - (iv)** prepare for submission at the annual general meeting
 - (A)** a budget for the forthcoming fiscal year of the corporation, and
 - (B)** an unaudited statement for the most recently completed fiscal year of the corporation.
- (4)** A person ceases to be an officer of the corporation if the person ceases to be a member of the board.
- (5)** If a person ceases to be an officer of the corporation, the board shall designate from its members a person to fill that office for the remainder of the term.
- (6)** If a board consists of not more than 3 persons, those persons may perform the duties of the officers of the corporation in any manner that the board may direct.

MAJORITY VOTE AND QUORUM OF THE BOARD

- 12 (1)** At meetings of the board, all matters are to be determined by majority vote and in the event of a tie vote, the chair is entitled to a casting vote in addition to the chair's original vote.
- (2)** A quorum for a meeting of the board is a majority of the members of the board.

WRITTEN RESOLUTIONS

- 13** A written resolution of the board signed by all of the members of the board has the same effect as a resolution passed at a meeting of the board duly convened and held.

SEAL OF THE CORPORATION

- 14 (1)** The corporation shall have a corporate seal that must not be used except
- (a)** under the authority of a resolution of the board given prior to its use, and
 - (b)** in the presence of not less than 2 members of the board who shall sign the instrument to which the seal is affixed.
- (2)** Notwithstanding subsection (1), if there are not more than 2 members of the corporation, one member may be authorized by the board to use the corporate seal and sign the instrument to which the seal is affixed.

SIGNING AUTHORITY

- 15** The board shall prescribe, by resolution,
- (a)** those officers or other persons who are authorized to sign cheques, drafts, instruments and documents not required to be signed under the corporate seal, and
 - (b)** the manner, if any, in which those cheques, drafts, instruments or other documents are to be signed.

POWERS OF THE BOARD

16 (1) The board shall

- (a) meet at the call of the president to conduct its business and adjourn and otherwise regulate its meetings as it thinks fit, and
 - (b) meet when a member of the board gives to the other members not less than 7 days' notice of a meeting proposed by the member, specifying the reason for calling the meeting.
- (2) The board may employ on behalf of the corporation any agents and employees it thinks necessary to control, manage and administer the real and personal property of the corporation and the common property and in that respect may authorize those persons to exercise the powers of and carry out the duties of the corporation.
- (3) The board may, subject to any restriction imposed on it or direction given to it at a general meeting of the corporation, delegate to any of its members or to other persons any or all of its powers and duties as it thinks fit, and may at any time revoke that delegation.

DUTIES OF THE BOARD

17 The board shall

- (a) cause proper books of account to be kept in respect of all money received and expended by it and the matters in respect of which the receipt and expenditure take place;
- (b) prepare financial statements relating to all money of the corporation, and the income and expenditures of the corporation, for each annual general meeting;
- (c) maintain financial records of all the assets, liabilities and equity of the corporation;
- (d) submit to the annual general meeting an annual report consisting of the financial statements and other information as the board may determine or as may be directed by a resolution passed at a general meeting.

PROCEDURE

18 All meetings of the board and general meetings are to be conducted according to the rules of procedure adopted by the board.

GENERAL MEETINGS OTHER THAN AN ANNUAL GENERAL MEETING

19 The board

- (a) shall, on the written request of the owners entitled to vote and who represent not less than 15% of the total unit factors for the units, convene a general meeting, and
- (b) may, whenever it considers it proper to do so, convene a general meeting.

NOTICE OF GENERAL MEETINGS

- 20 (1)** When an annual general meeting or a general meeting is to be convened, the board shall, not less than 7 days prior to the day on which the meeting is to be convened, give to each owner written notice of the meeting stating
- (a) the place, date and time at which the meeting is to be convened, and
 - (b) the nature of any special business, if any, to be brought forth at the meeting.
- (2) On being notified by a mortgagee entitled to vote under section 26 of the Act that the mortgagee wishes to be notified of general meetings, the board shall give to that mortgagee the same notices required to be given to the owner under subsection (1) of this section.
- (3) An annual general meeting or a general meeting or anything done at that meeting is not invalid by reason only that
- (a) a person, by accident, was not, in respect of that meeting, given a notice under subsection (1), or
 - (b) a person did not in fact receive a notice given under subsection (1) in respect of that meeting.

QUORUM

- 21 (1)** Except as otherwise provided by these bylaws, no business shall be transacted at an annual general meeting or a general meeting unless a quorum of persons entitled to vote is present or represented by proxy, at the time when the meeting commences.
- (2) A quorum for an annual general meeting or a general meeting consists of not less than 25% of all the persons entitled to receive notice under section 20 of these bylaws being present in person or represented by proxy at that meeting.
- (3) If within 30 minutes from the time appointed for the commencement of an annual general meeting or a general meeting a quorum is not present, the meeting shall stand adjourned to the corresponding day in the next week at the same place and time and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the commencement of the meeting, the persons entitled to vote who are present or represented by proxy constitute a quorum for the purpose of that meeting.

- 22** (1) The president or, in the event of the president's absence or disability, the vice-president or other person elected at the meeting, shall act as chair of an annual general meeting or a general meeting.
- (2) The order of business at an annual general meeting and, as far as practicable at any other general meeting, is to be as follows:
- (a) call to order by the chair;
 - (b) calling of the roll and certifying of proxies;
 - (c) proof of notice of meeting, waiver or proxies, as the case may be;
 - (d) reading and disposal of any unapproved minutes;
 - (e) reports of officers;
 - (f) reports of committees;
 - (g) election of members of the board;
 - (h) unfinished business;
 - (i) new business;
 - (j) adjournment.

SHOW OF HANDS

- 23** (1) At an annual general meeting or a general meeting, a resolution shall be voted on by a show of hands unless a poll is demanded by a person entitled to vote and present in person or by proxy, and unless a poll is so demanded, a declaration by the chair that a resolution has on the show of hands been carried is conclusive proof of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (2) If a person demands a poll, that person may withdraw that demand and on the demand being withdrawn the vote shall be taken by a show of hands.

TAKING OF POLL

- 24** A poll, if demanded, shall be conducted in a manner as directed by the chair, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

TIE VOTE

- 25** In the case of a tie in a vote taken at an annual general meeting or a general meeting, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to the chair's original vote.

NUMBER OF VOTES

- 26** If a vote is taken by a show of hands or secret ballot, each person entitled to vote has one vote.

VOTES AT AN ANNUAL GENERAL MEETING OR A GENERAL MEETING

- 27** Except for matters requiring a special resolution, all matters shall be determined by a majority vote.

MANNER OF VOTING

- 28** On a show of hands or on a poll, votes may be given either personally or by proxy.

APPOINTMENT OF PROXY

- 29** An instrument appointing a proxy shall be in writing under the hand of the person making the appointment or that person's attorney, and may be either general or for a particular meeting, but a proxy need not be an owner.

RESTRICTIONS ON VOTING

- 30** Except as provided for in the Act, there are no restrictions or limitations on an owner's rights to vote at an annual general meeting or a general meeting.

VOTE BY CO-OWNERS

- 31** (1) If a unit is owned by more than one person, those co-owners may vote personally or by proxy and
- (a) in the case of a vote taken by a show of hands, those co-owners are entitled to one vote between them.
- (2) A co-owner may demand that a poll be taken.

SIGNED RESOLUTION - MAJORITY VOTE

32 If a resolution of the members of the corporation requires a majority vote, that resolution signed in person or by proxy by all the persons who, at a properly convened annual general meeting or general meeting, would be entitled to vote, has the same effect as a resolution duly passed at the meeting.

FAILURE TO COMPLY WITH BYLAWS

33 The board may exercise the powers provided for in section 36 of the Act.

TENANTS

34 The corporation is authorized to

- (a) impose and collect deposits under section 53 of the Act,
- (b) give notices to give up possession of units under section 54 of the Act, and
- (c) make applications to the Court under sections 55 and 56 of the Act.

AMENDMENT OF BYLAWS

35 Notwithstanding section 20 of these bylaws, if a bylaw is to be amended, repealed or replaced, the persons entitled to vote shall be given written copies of the text of the proposed amendment, repeal or replacement not less than 14 days prior to the day on which the special resolution is to be voted on. A bylaw amendment requires 75% vote of all eligible unit owners.

RESTRICTIONS IN USE

GENERAL PROVISIONS

36 (1) In this section,

- (a) “occupant” means a person present in or on a unit or in or on the real or personal property of the corporation or the common property with the permission of an owner;
- (b) “owner” includes a tenant.
- (c) “unit” means in the case of a bare land unit, a unit that is used or intended to be used for residential purposes or that has been represented by a developer as being intended to be used for residential purposes;

(2) An owner shall not

- (a) use or enjoy the real or personal property of the corporation or the common property in such a manner as to unreasonably interfere with its use and enjoyment by other owners or the occupants;
- (b) use the owner’s unit in a manner or for a purpose that will cause a nuisance or hazard to any other owner or occupant;
- (c) use the owner’s unit for a purpose that is illegal;
- (d) make undue noise in or on the owner’s unit or on or about real property of the corporation or the common property;
- (e) in the case of a residential unit, use the owner’s unit for a purpose other than for residential purposes;
- (f) do anything in respect of the owner’s unit, the real or personal property of the corporation or the common property or bring or keep anything on it that will in any way increase the risk of fire or result in an increase of any insurance premiums payable by the corporation;
- (g) hang or place on the real property of the corporation or the common property or within or on a unit anything that is, in the opinion of the board, esthetically unpleasing when viewed from outside the units;
- (h) leave articles belonging to the unit owner’s household on the real property of the corporation or the common property when those articles are not in actual use;
- (i) obstruct a sidewalk, walkway, passage, driveway or parking area other than for ingress and egress to and from the owner’s unit;
- (j) use any portion of the real property of the corporation or the common property except in accordance with the bylaws.

(3) An owner shall ensure that the owner’s occupants comply with those requirements that the owner must comply with under subsection 36 (2).

(4) An Architectural Review Committee shall be formed from unit owners and be named “ARC”