

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is **SFU COMMUNITY ASSOCIATION** (the "Association").
2. The purposes of the Association are, *inter alia*:
 - (a) fostering and strengthening the ties between the residents of a comprehensive community (the "Community") to be comprised of residential, retail and office components, parks, schools and community facilities in phases on top of Burnaby Mountain on lands (the "Community Lands") which are, and will continue to be, owned by Simon Fraser University ("SFU") and SFU, and providing a mechanism for such residents to liaise and make arrangements with SFU for the use by residents of the Community of certain facilities and services provided by SFU;
 - (b) serving the interests of the residents within the Community and others having an interest in the Community including, for example, designing and maintaining entrance signage for the Community if such is in the best interest of the Community;
 - (c) promoting and providing a uniform standard of excellence and quality throughout the Community, and enhancing the use and enjoyment of the Community by the residents;
 - (d) assessing and collecting from the residents funds necessary to facilitate the purposes set out above and any matters undertaken by the Association on behalf of the residents, without monetary profit to the Association or its members; and
 - (e) doing all such other things as are incidental or conducive to the attainment of the purposes of this Association.

**BYLAWS OF
SFU COMMUNITY ASSOCIATION**

WHEREAS:

- A. SFU Community Trust (the "Trust"), as developer, is planning a comprehensive community (the "Community") to be comprised of residential, retail and office components, parks, schools and community facilities in phases on top of Burnaby Mountain on lands (the "Community Lands") which are, and will continue to be, owned by Simon Fraser University ("SFU"). Upon completion of registration of the subdivision

plan relating to the first phase of the Community, the legal description of the parcels constituting Phase 1 of the Community will be as legally described in Schedule A hereto;

- B. Such other part or parts of Lot 1, District Lots 31, 101, 102, 144, 147, 209, 210 and 211, Group 1, NWD, Plan LMP30518 except part in BCP _____ (“Lot 1”) may be identified from time to time by SFU and the Trust to be subdivided from Lot 1 to comprise a part of the Community Lands; and
- C. The Trust intends to sell leasehold interests in the legal parcels comprising parts of the Community Lands to third party developers.

Part 1 - Interpretation

- 1.1 In these bylaws, the terms defined in the recitals have the meanings set out therein and the following terms have the following meanings:
- (a) “Association” means SFU Community Association;
 - (b) “directors” means the directors of the Association for the time being;
 - (c) “City” means the City of Burnaby;
 - (d) “Community Rules” means such rules with respect to the Community as may be adopted from time to time by the Association;
 - (e) “members” means the members of the Association who are expected, in the normal course, to be corporations, strata corporations and housing cooperatives rather than residents;
 - (f) “ordinary resolution” means a vote in favour of a resolution by more than $\frac{1}{2}$ of the votes cast by members who are in good standing who are present in person or by proxy at the time the vote is taken;
 - (g) “SFU Benefits” has the meaning ascribed to such term in subsection 8.1(a);
 - (h) “registered address” of a member means the member’s address as recorded in the register of members;
 - (i) “residents” means all of those persons or persons who permanently reside in residential units within the Community;
 - (j) “*Society Act*” means the *Society Act* (British Columbia) from time to time in force and all amendments to it; and
 - (k) “special resolution” means a vote in favour of a resolution by at least $\frac{3}{4}$ of the votes cast by members who are in good standing and who are present in person or by proxy at the time the vote is taken.

- 1.2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

- 2.1 The 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 Membership in the Association is restricted to the following corporations, persons or bodies:

- (a) the Trust;
- (b) any strata corporation created upon the deposit of a leasehold strata plan comprising any part of the Community Lands;
- (c) any housing cooperative with respect to any residential building constructed within any part of the Community Lands; and
- (d) the registered lessee under a ground lease of any part of the Community Lands (other than a strata lot or a new parcel created for leasing purposes by deposit of a reference plan under subsection 99(1)(k) of the *Land Title Act* (British Columbia)), unless such registered lessee is the City or a school board or school district.

- 2.3 Every member must uphold the constitution and comply with these bylaws.

- 2.4 A member ceases to be a member of the Association:

- (a) with the exception of the Trust, on selling, transferring or otherwise disposing of (other than by way of a mortgage) all of such member's registered leasehold interest in a legal parcel within the Community Lands;
- (b) in the case of an individual, on his or her death; or
- (c) in the case of a corporation, a strata corporation or a housing cooperative, on its dissolution.

- 2.5 In order to maximize the efficient operation of the Association, it is intended that all of those corporations, persons and bodies described in section 2.2 shall be members of the Association. Accordingly:

- (a) as the Community Lands are subdivided (including by way of strata plan), the strata corporations created in the subdivision process and the housing cooperatives created thereafter will automatically become members upon their creation without further action, and purchasers of leasehold interests

in subdivided lots (other than a strata lot or cooperative interest) will automatically become members upon the completion of the purchase and the registration of their leasehold interests without further action;

- (b) members may not resign from their membership;
- (c) members who sell their leasehold interests in a legal parcel (other than a strata lot or cooperative interest) shall notify the Association of such sale, and require as a condition of sale that the purchaser, transferee or assignee becomes a member of the Association concurrently with the completion of the transaction;
- (d) corporations, strata corporations and housing cooperatives which are being dissolved or wound up shall notify the Association and ensure that their successors become members of the Association; and
- (e) the membership of an individual member shall be transferred and assigned upon the death of such member to the beneficiary of his or her leasehold interest.

2.6 All members are in good standing except a member who has failed to pay his or her or its current annual membership fee, or any other subscription or debt due and owing by the member to the Association, and the member is not in good standing so long as the debt remains unpaid. All privileges, entitlements or benefits arising from membership in the Association (including the SFU Benefits), or any part or parts thereof as determined by the Association in its sole discretion, may be suspended by the Association while such member is not in good standing.

Part 3 - Meetings of Members

- 3.1 General meetings of the Association must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting, and shall upon a requisition in writing of 10% of the members call an extraordinary general meeting without delay.
- 3.4 At least 15 days' notice of a general meeting specifying the place, day and hour of the meeting, and, in case of special business, the general nature of that business, shall be given to all members.
- 3.5 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 proceedings at that meeting.

- 3.6 The first annual general meeting of the Association must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except the following:
 - (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 required; and
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) Subject to section 4.3, a quorum is
- (a) one, if the Association consists of one member,
 - (b) two, if the Association consists of two, three, four or five members,
 - (c) three, if the Association consists of six, seven or eight members,
 - (d) four, if the Association consists of nine, ten or eleven members, and

(e) $\frac{1}{3}$ of the members, if the Association consists of twelve or more members, present in person or by proxy.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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.

4.4 Subject to bylaw 4.5, the president of the Association, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.5 If at a general meeting:

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all the other directors present are unwilling to act as the chair;

the members present must choose one of their number to be the chair.

4.6 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.7 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

4.8 (1) A member in good standing present at a meeting of members in person or by proxy is entitled to one vote.

(2) Voting is by show of hands.

- 4.9 A member which is a corporation, a strata corporation or a housing cooperative may vote by its authorized representative, strata council member or director respectively who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative, strata council member or director must be considered as a member for all purposes with respect to a meeting of the Association.
- 4.10 (1) An instrument appointing a proxy shall be in writing under the hand of the appointer or his lawfully appointed attorney and may be either general, for a particular meeting or for a particular resolution at a particular meeting.
- (2) A proxy need not be a member.

Part 5 - Directors and Officers

- 5.1 (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Association;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
- (2) A rule made by the Association in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 (1) The Association shall have a president, vice president, secretary, treasurer and such other officers as the directors shall appoint, all of whom must be directors and who shall be appointed by the directors. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- (2) Any member (and in the case of a member which is a corporation, strata corporation or housing cooperative, its authorized representative, strata council member or director respectively) in good standing is eligible for election or appointment as a director.
- (3) The number of directors must be not less than three nor more than five unless a greater number is determined from time to time at a general meeting.
- 5.3 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office referred to in subsection 5.2(1) to be filled.

- (3) An election may be by acclamation, otherwise it must be by ballot.
 - (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 5.4 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at the meeting.
- 5.5 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 5.6 The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 5.7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.

Part 6 - Proceedings of Directors

- 6.1 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 6.2 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing

done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 6.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a 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 elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, facsimile or e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) a notice of meeting of directors is not required to be sent to that director; and
 - (b) any and all meetings of the directors of the Association, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 6.7 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 6.8 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all 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 7 - Duties of Officers

- 7.1 The directors shall:
- (a) make such Community Rules as the directors consider necessary or desirable from time to time relating to the purposes of the Association; and

- (b) cause the Association to exercise its rights, remedies and discretions, and to perform its obligations under any agreements the Association makes with SFU.
- 7.2 (1) The president presides at all meetings of the Association and of the directors.
- (2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.
- 7.3 The vice president must carry out the duties of the president during the president's absence.
- 7.4 The secretary must do the following:
 - (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings of the Association and directors;
 - (c) keep minutes of all meetings of the Association and directors;
 - (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Association; and
 - (f) maintain the register of members.
- 7.5 The treasurer must:
 - (a) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - (b) render financial statements to the directors, members and others when required.
- 7.6 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 7.7 All acts done in good faith by the directors are, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of the directors, as valid as if the directors had been duly appointed or had duly continued in office.
- 7.8 No director shall be personally liable for any act done in good faith in carrying out his or her duties as a director.

Part 8 – Dealings with SFU

- 8.1 The directors may liaise, negotiate, make arrangements, enter into agreements and otherwise deal with SFU with respect to:
- (a) the use and enjoyment by the residents of facilities, amenities and services (the “SFU Benefits”) offered by SFU from time to time; and
 - (b) any other purpose incidental to the fostering of ties between SFU and the Community and the betterment of the quality of life of the residents.
- 8.2 In the dealings referred to in section 8.1, the directors may act at their complete discretion provided that the arrangements made with SFU are commercially reasonable.
- 8.3 Identification cards may be issued by SFU from time to time to those persons who are entitled to the SFU Benefits. Users will be required to comply with the rules and regulations enacted by SFU or other appropriate bodies from time to time with respect to the use of the facilities, amenities and services provided by SFU. If any user breaches such rules and regulations, SFU may suspend such person’s entitlement to the SFU Benefits.
- 8.4 The Association may notify SFU from time to time of the names and addresses of those members who are not in good standing. In such event, SFU may suspend the privilege of such members to the SFU Benefits.

Part 9 - Dues

- 9.1 The amount of the membership dues must be determined by the directors.
- 9.2 The directors will prepare an annual operating and maintenance budget for all costs and expenses incurred by the Association and in determining the membership dues from time to time, the directors shall act reasonably, but with a view to ensure that the payment, if any, to SFU for the SFU Benefits and other expenses to operate the Association are paid in full.
- 9.3 Subject to Part 14, the amount of dues payable by each member will be determined as follows:

Aggregate expenses to operate Association (including all payments to SFU) for the current year	X	The number of residential or commercial units constructed on the lands for which such member is the registered lessee, strata corporation or housing cooperative, as the case may be
		The number of residential or commercial units constructed on all of the Community Lands

- 9.4 Members which are strata corporations or housing cooperative will be responsible for collecting from the strata lot owners or cooperative members, each person's share of that member's annual membership dues. Members must remit the required annual membership dues to the Association when such dues are due, regardless of whether the member has collected the full amount of such dues from its owners or members.

Part 10 - Seal

- 10.1 The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 10.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

Part 11 - Borrowing

- 11.1 In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 11.2 A debenture must not be issued without the authorization of a special resolution.
- 11.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 12 - Auditor

- 12.1 This Part applies only if the Association is required or has resolved to have an auditor.
- 12.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 12.3 At each annual general meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 12.4 An auditor may be removed by ordinary resolution.
- 12.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 12.6 A director or employee of the Association must not be its auditor.
- 12.7 The auditor may attend general meetings.

Part 13 - Notices to Members

- 13.1 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 13.2 A notice sent by mail is deemed to have been given on the third day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 13.3 (1) Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 12 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 14 - Violation of Bylaws

- 14.1 Any infraction of violation of these bylaws or of any Community Rule by any member may be corrected, remedied or cured by the Association, and any costs or expenses

expended or incurred by the Association in correcting, remedying or curing such infraction or violation shall be charged to that member and shall be added to, and become a part of, the next membership dues of such member.

- 14.2 In addition to any remedies available at law or in equity, the Association may recover from a member by an action for debt in any court of competent jurisdiction any sum of money which the Association is required to expend as a result of any act or omission by the member or any infraction or violation of these bylaws or any Community Rule.

Part 15 - Bylaws

- 15.1 These bylaws must not be altered or added to except by special resolution.
- 15.2 Each member is entitled to a copy of the constitution and bylaws of the Association, without charge.

DATED JULY 15, 2002.

WITNESSES

Signature: Arlene D. Byrne
NAME: ARLENE D. BYRNE
1340 WOODLAND DR.
VANCOUVER, BC V5L 3S3
Residential address

Signature: Arlene D. Byrne
NAME: ARLENE D. BYRNE
1340 WOODLAND DR.
VANCOUVER, BC V5L 3S3
Residential address

Signature: Arlene D. Byrne
NAME: ARLENE BYRNE
1340 WOODLAND DR.
VANCOUVER, BC V5L 3S3
Residential address

APPLICANTS FOR INCORPORATION

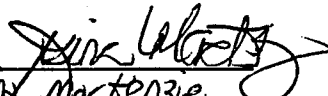
Michael Geller
Signature of Michael Geller
3366 Deering Island Place
Vancouver, BC V6N 4H9
Residential address

Christopher John Hartman
Signature of Christopher John Hartman
2142-150A street
Surrey, BC V4A 9J6
Residential address

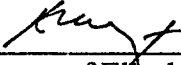
Jacqueline Breadon
Signature of Jacqueline Breadon
6761 Kitchener Street
Burnaby, BC V5B 2J8
Residential address


Signature: 
NAME: ELIZABETH H. YIP

2668 W. 20th Ave. Vancouver
Residential address V6L 1G8

Signature: 
NAME: Elizabeth M. Vogt

12316 Skiller St. Maple Ridge, BC
Residential address V6L 1G8


Signature of Elizabeth M. Vogt
1838 Western Parkway
Vancouver, BC V6T 1V4
Residential address


Signature of Elizabeth H. Yip
2668 West 20th Avenue
Vancouver, B.C. V6L 1G8
Residential address

SCHEDULE A

THE PHASE I LANDS

- Lot 1, District Lots 144 and 210, New Westminster District, Plan BCP _____;
- Lot 2, District Lots 102 and 211, New Westminster District, Plan BCP _____;
- Lot 3, District Lot 102, New Westminster District, Plan BCP _____;
- Lot 4, District Lot 102, New Westminster District, Plan BCP _____;
- Lot 5, District Lot 102, New Westminster District, Plan BCP _____;
- Lot 6, District Lots 102 and 211, New Westminster District, Plan BCP _____;
- Lot 7, District Lots 102 and 211, New Westminster District, Plan BCP _____;
- Lot 8, District Lot 211, New Westminster District, Plan BCP _____;
- Lot 9, District Lots 102 and 211, New Westminster District, Plan BCP _____;
- Lot 10, District Lots 102 and 211, New Westminster District, Plan BCP _____;
- Lot 11, District Lot 211, New Westminster District, Plan BCP _____;
- Lot 12, District Lot 211, New Westminster District, Plan BCP _____;
- Lot 13, District Lot 211, New Westminster District, Plan BCP _____; and
- Lot 14, District Lot 211, New Westminster District, Plan BCP _____.

SOCIETY

FORM 10

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

MAR 18 2004

Certificate of Incorporation
No. S-45206


25 JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the bylaws of the society on January 31, 2004:

“RESOLVED as Special Resolutions that the Bylaws of the Association be amended as follows:

1. By deleting paragraph B of the recitals, in its entirety, and replacing it with the following:

“B. Such other part or parts of Lot 1, District Lots 31, 101, 102, 141, 144, 147, 209, 210 and 211, Group 1, NWD, LMP30518 except part in Plan BCP3161 (now Lot 1, District Lots 31, 101, 102, 141, 144, 147, 209, 210 and 211, Group 1, NWD, Plan BCP6258) (“Lot 1”) as may be identified from time to time by SFU and the Trust to be subdivided from Lot 1 to comprise a part of the Community Lands; and”

2. By deleting the word “or” at the end of subsection 2.4(b), changing the period at the end of subsection 2.4(c) to a semi-colon and by inserting the following paragraphs below subsection 2.4(c):

“(d) in the case of an applicant for incorporation of the Association, upon the date specified in the written notice of withdrawal given by that person to the Association; or

(e) in the case of a lessee under a registered ground lease, upon the creation of the strata corporation following the deposit of the leasehold strata plan with respect to such ground lease.”

3. By adding after the words “, other than the applicants for incorporation,” in the first line of paragraph 2.5(b) after the word “members”.

4. By deleting Schedule A, in its entirety, and replacing it with the following:

"SCHEDULE A

THE PHASE I LANDS

Lot 1, District Lots 144 and 210, New Westminster District, Plan BCP3161;

Lot A, District Lots 102 and 211, New Westminster District, Plan BCP4762
(formerly Lots 2 and 3, Plan BCP3161);

Lot 4, District Lot 102, New Westminster District, Plan BCP3161;

Lot 5, District Lot 102, New Westminster District, Plan BCP3161;

Lot 6, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 7, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 8, District Lot 211, New Westminster District, Plan BCP3161;

Lot 9, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 10, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 11, District Lot 211, New Westminster District, Plan BCP3161;


Lot 12, District Lot 211, New Westminster District, Plan BCP3161;

Lot 13, District Lot 211, New Westminster District, Plan BCP3161; and

Lot 2, District Lot 211, New Westminster District, Plan BCP6258 (formerly
Lot 14, Plan BCP3161).””

Dated this 10 day of March, 2004.

SFU Community Association

By: 

Relationship to Society: Director

SOCIETY

FORM 10

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

APR - 6 2005

Certificate of Incorporation
No. S-45206


17 JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

COPY OF RESOLUTION

The following is a copy of a special resolution passed in accordance with the bylaws of the society on October 19, 2004:

“RESOLVED as Special Resolutions that the Bylaws of the Association be amended as follows:

1. By inserting after subsection 1.1(c) a new subsection 1.1(d), as follows:
“(d) “Community Amenities” has the meaning ascribed to such term in section 9.1;”
and by the renumbering of the subsequent definitions in subsection 1.1 (e) to (l).
2. By changing the defined term “SFU Benefits” in subsection 1.1(g) to “SFU Amenities”.
3. By deleting the word “Benefits” in subsection 2.6 and replacing it with the words “Amenities and Community Amenities”.
4. By inserting a new subsection 3.2, to read:
“3.2 Each member will be represented by one representative at all meetings of the Association.”
and by the renumbering of section 3 thereafter.
5. By inserting the words “or any other person” at the end of subsection 7.1(b) after the word “SFU”.
6. By deleting the words “Dealings with” in the heading of Part 8, and by substituting the word “Amenities” for the word “Benefits” wherever the word “Benefits” appears in Part 8.

7. By inserting a new Part 9, as follows, and by renumbering the subsequent Parts of the Bylaws:

“Part 9 – Community Amenities

- 9.1 In order to further the objectives of the Association set out in subsection 2(d) of the Constitution, the members may determine from time to time to provide:
- (a) landscaping, gardens, trails, walkways and other areas within or adjacent to the Community Lands from time to time for the common use and enjoyment of the residents; and
 - (b) such amenities, facilities, programs, events, services or benefits as the directors may elect to organize, provide or stage from time to time which shall in the opinion of the directors enhance the Community;
- (collectively, the “Community Amenities”).
- 9.2 In the event that the members resolved to provide any of the Community Amenities, the directors may negotiate, make arrangements, and enter into agreements with any person for the purpose of providing such Community Amenities.
- 9.3 In the dealings referred to in section 9.1, the directors may act at their complete discretion provided that the arrangements made are commercially reasonable.”
8. By deleting the existing subsection 9.2 and inserting the following in its place (to be re-numbered subsection 10.2):
- “10.2 The directors will prepare an annual operating and maintenance budget (the “Budget”) for all costs and expenses incurred by the Association, including if so elected by the members, the costs and expenses in operating or providing the Community Amenities. In determining the membership dues from time to time, the directors shall act reasonably, but with a view to ensure that the payment, if any, to SFU for the SFU Amenities or to any other person for the Community Amenities, as well as other expenses to operate the society are paid in full. On or before November 1st of each calendar year, the directors shall prepare the Budget for the following calendar year and provide the Budget to the members. The Budget must be approved by ordinary resolution at a general meeting. The directors shall ensure that the actual expenses of the Association do not exceed the amount therefor set out in the Budget. The directors shall prepare the first Budget on or before November 1, 2005, with such Budget to be effective from January 1, 2006.”

9. By deleting the current subsection 9.3 in its entirety and replacing it with the following, to be re-numbered subsection 10.3:

“10.3 Subject to Part 14, the amount of dues payable by each member will be determined as follows:

Aggregate expenses to operate Association (including SFU Amenities and Community Amenities if so elected by the members) for the current year	X	The number of residential or commercial units constructed on the lands for which such member is the registered lessee, strata corporation or housing cooperative, as the case may be*
		<hr/>
		The number of residential or commercial units constructed on all of the Community Lands

* as shown on strata plan in the case of residential units and as evidenced by issued occupancy permits in the case of commercial units

For example, to determine the proportionate share payable by The Owners, Leasehold Strata Plan BCS1013 on January 1, 2006, assuming that:

- (a) there are 77 strata lots in the Harmony project in accordance with Strata Plan BCS1013;
- (b) based on the strata plans then filed at the Land Title Office (including Harmony), there are 500 strata lots then constructed on all of the Community Lands; and
- (c) based on occupancy permits then issued for the commercial units, there are 10 commercial units then constructed on all of the Community Lands,

the proportionate share payable by The Owners, Leasehold Strata Plan BCS1013 on January 1, 2006 will be 77/510.”

10. By deleting the word “cooperative” where it appears after the word “housing” in subsection 9.4 (to be re-numbered subsection 10.4) and substituting the word “cooperatives” therefor.

11. By inserting the following new subsections 10.5 and 10.6:

“10.5 If a strata plan is filed at the Land Title Office or any occupancy permit is issued for a commercial unit after the Budget has been approved for that calendar year,

such strata corporation or owner or tenant of the commercial unit will be obligated to pay its proportionate share of the dues commencing on the date of filing of the strata plan or the issuance of the occupancy permit, as the case may be, with the proportionate share of the strata corporation or owner or tenant to be determined as of such date. The strata corporation or owner or tenant of the commercial unit will remit payment to the Association on or before the date which is 30 days after the date of filing of the strata plan or the issuance of the occupancy permit, as the case may be.

10.6 Not later than March 1st every year, the directors will provide to the members with a statement of the actual revenue and expenses for the previous calendar year, taking into account any change in calculation of the member's proportionate share as a result of the addition of new members and the payments made by such members, together with a statement as to the actual dues payable by each member. If such statement shows that the member owes any amount to the Association, the member will pay such amount to the Association within 30 days of receipt of such statement. If such statement shows that the Association owes any amount to the member, the Association will either pay such amount to the member with such statement or apply such amount as a credit to future dues payable by the member, as determined by the Association."

12. By deleting Schedule A, in its entirety, and replacing it with the following:

"SCHEDULE A

THE PHASE I LANDS

Lot 1, District Lots 144 and 210, New Westminster District, Plan BCP3161;

Lot A, District Lots 102 and 211, New Westminster District, Plan BCP4762 (formerly Lots 2 and 3, Plan BCP3161);

Lot 4, District Lot 102, New Westminster District, Plan BCP3161;

Lot 5, District Lot 102, New Westminster District, Plan BCP3161;

Lot 6, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 7, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 8, District Lot 211, New Westminster District, Plan BCP3161;

Lot 9, Except Part in Phase 1 Strata Plan BCS1013, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Strata Lots 1 to 77, District Lots 102 and 211, New Westminster District, Strata Plan BCS1013;

Lot 10, District Lots 102 and 211, New Westminster District, Plan BCP3161;

Lot 11, District Lot 211, New Westminster District, Plan BCP3161;

Lot 12, District Lot 211, New Westminster District, Plan BCP3161;


Lot 13, District Lot 211, New Westminster District, Plan BCP3161;

Lot 2, Except Part in Airspace Plan BCP12692, District Lot 211, Group 1, NWD, Plan BCP6258; and

Strata Lots 1 to 115, District Lot 211, Group 1, NWD, Strata Plan BCS942.””

Dated this 30 day of March, 2005.

SFU Community Association

By:  _____

Relationship to Society: Director