

BYLAWS OF
POPLAR BEACH CAMPGROUND OWERNERS COPR.

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DIVISION ONE
DEFINITIONS

In these and all other bylaws of the corporation unless the context otherwise requires or specifies, the following terms shall have the following meanings:

“**Act**” means, *The Non-Profit Corporations Act* (Saskatchewan), as amended or replaced from time to time or any statute or statutes passed in substitution therefore, together with all regulations made from time to time under the Act.

“**Corporation**” means Poplar Beach Campground Owners Corp.

“**Directors**”, “**Board,**” and “**Board of Directors**” mean the directors of the Corporation for the time being.

“**Lands**” means SE of 27 – Twp 42 – Rge 26 - W2 surface parcel 149880561 and surface parcel 132796198.

“**Member**” means a person having a membership interest in the Corporation

“**Membership Fees**” means any annual or monthly fees, regular or special, due by the Members to the Corporation, as determined by the Board from time to time.

“**Membership Interest**” means the rights, privileges, restrictions and conditions conferred or imposed on a Member of the Corporation.

“**Recreational Vehicle**” or “**RV**” means a motor vehicle or trailer or motor home or camper, which is equipped with fridge, stove, water hook-up, and a toilet with a sealed sewer system, and is used for the purposes of providing temporary accommodation.

“**RV Site**” means a portion of the Lands on which a Member may situate his/her RV, or to which such Member has exclusive use granted by the Corporation.

**DIVISION TWO
INTERPRETATION**

- 2.1 Headings:** The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms.
- 2.2 Terms:** All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.
- 2.3 Gender and Plural:** Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.

**DIVISION THREE
OBJECTS**

- 3.1 Objects:** The objects of the Corporation are to manage the Lands, and the RV Sites and the related common property for the overall benefit of the Members; and to develop policy and usage rules and regulations for the benefit of the Members.

**DIVISION FOUR
FISCAL YEAR**

- 4.1 Fiscal Year:** The fiscal year of the Corporation shall end on the 30th day of September in each year, or such other date as the Board may determine.

**DIVISION FIVE
MEMBERSHIP**

- 5.1 Eligibility:** Any person interested in the objects of the Corporation may become a Member of the Corporation upon:
- (a) Payment of Membership Fees;
 - (b) Registration of an ownership interest in the Lands;
 - (c) Granting of a security interest in the Lands of the Corporation
 - (d) Complying with the provisions of these bylaws; and
 - (e) Complying with the Rules and Regulations of the Corporation.
- Any such Member shall be a Member in good standing.
- 5.2** The Corporation shall at its annual general meeting set the Members fees payable by each Member and date for payment of same taking into account the obligation for taxes, insurance, utilities, property management and maintenance.
- 5.3 Entitlement:** Each membership issued that is in good standing shall entitle the owner or owners of such membership to the following, namely:
- (a) To vote at all meetings of the members,
 - (b) To receive one vote for every 135th undivided interest held in the Land, surface parcel: 149880561
 - (c) To acquire and be assigned the exclusive use of and to an RV Site of the Lands.

- 5.3 Security Interest:** Each Member shall grant a security interest in its RV Site and the personal property which may be situated on the RV Site as a general and continuing security for the payment of annual Membership Fees and fulfillment of membership obligations.
- 5.5 Defaulting Members:** In the event that a Member does not pay his/her Membership Fees in Accordance with these bylaws (the “Defaulting Member”):
- (a) At the date on which the Membership Fees are due, then the Defaulting Member shall be charged interest at the Bank of Canada Overnight rate target plus 10% per annum, compounded monthly until actual payment;
 - (b) Within two calendar months from the date the Membership Fees are due, then the Defaulting Member’s membership privileges shall cease in their entirety; and
 - (c) Within six calendar months from the date the Membership Fees are due, then the Defaulting Member’s membership shall be cancelled and the Corporation may, at the Director’s discretion, exercise its remedies pursuant to the Exclusive Use Agreements.
- 5.6 Withdrawal:** A Member may withdraw from the Corporation by tendering his/her written resignation to the Secretary of the Corporation.
- 5.7 Joint Members:** Should a Membership Interest be issued to two or more persons, then the two or more persons shall be jointly and severally bound with the other or others to comply with the bylaws, rules and regulations.

**DIVISION SIX
VOTING**

- 6.1 Vote:** Members in good standing shall be entitled to cast one vote at any meeting of the Members.
- 6.2 Voting:** Questions at any meeting shall be decided by a majority of votes and by a show of hands.
- 6.3 Tie Vote:** The chairman of the meeting shall not have a vote except in the case of a tie vote.
- 6.4 Proxies:** Members (the “Appointing Member”) entitled to vote at a meeting may, by means of a proxy, appoint a person who is also a Member in good standing as his nominee to attend and act on his/her behalf on any matter at the meeting or any adjournment thereof.
- (a) The instrument appointing the proxy shall be in writing executed by the Appointing Member and shall be deposited with the Secretary no later than 72 hours before the time specified for the meeting.
 - (b) A proxy may be revoked by a written instrument executed by the Appointing Member and deposited with the Secretary at any time up to and including 5:00 p.m. of the last business day proceeding the day of the meeting at which the proxy is to be used.

6.5.1 Resolutions: A declaration of the Chairman of the meeting indicating that a resolution has been carried shall be entered in the Corporation's minute book and shall serve as conclusive evidence of the resolution.

DIVISION SEVEN MEETINGS OF MEMBERS

7.1 Annual Meetings: The Directors shall the first annual general meeting of the Members not more than 18 months after the date of the Corporation's incorporation, and subsequently not later than every 15 months after the last preceding annual meeting.

7.2 Special Meetings: The Directors may at any time call a special meeting of the Members.

7.3 Chairman and Secretary: The president or, in his/her absence, the chairperson of the Board, if such an officer has been elected or appointed and is present, otherwise a vice-president who is a Member shall be chairman of any meeting of the Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a Member to act as secretary of the meeting.

7.4 Notice: Notice of the date, time, place and agenda of any meeting of the Members shall be sent no less than 15 days and not more than 50 days before the meeting to each Member entitled to vote at the meeting and to the auditor (if any) of the Corporation.

7.5 Quorum: A quorum for the transaction of business at any meeting of Members shall be:

- (a) Where the Corporation has only one Member, or one Member entitled to vote at the meeting, that Member, in person or represented by proxy;
- (b) In all other cases, 10 Members entitled to vote at the meeting, either in person or represented by proxy.

7.6 Conduct: The conduct of the meetings shall be governed by the latest revised edition of the "*Roberts Rules of Order.*"

DIVISION EIGHT DIRECTORS

8.1 Management: The Directors shall manage the activities and affairs of the Corporation.

8.2 Number: The Directors of the Corporation shall consist of a President, Pres-Elect, Secretary, and Treasurer and up to five (5) Members at Large.

8.3 Election: The Members shall, at the time of the first annual meeting of the \members, and at each succeeding meeting, at which an election of directors is required, elect directors to hold office for a term not exceeding three years following the election.

- 8.4 Qualification:** No person shall be qualified for election as a Director if he/she is less than eighteen (18) years of age; if he/she is of unsound mind and has been found so by a Court in Canada or elsewhere; if he/she is not an individual; or if he/she has the status of bankrupt.
- 8.5 Consent:** No election or appointment of a person as a Director shall be effective unless:
- (a) he/she is present at the meeting when he/she was elected or appointed and did not refuse to act as Director;
 - (b) he/she consents in writing to act as a Director before his election or appointment or within 30 days thereafter; or
 - (c) he/she acts as a Director pursuant to the election or appointment.
- 8.6 Removal of Directors:** The Members may, by ordinary resolution at a meeting call for that purpose, remove any Director(s) from office.
- 8.7 Vacation of Office:** A Director ceases to hold office when he/she dies or resigns; when he/she is removed from office by the Members; or when he/she ceased to be qualified for election as a Director.
- 8.8 Casual Vacancies and Additional Directors:** The Directors shall have power from time to time and at any time, to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these bylaws, the articles of incorporation, or by a general meeting.

**DIVISION NINE
MEETINGS OF DIRECTORS**

- 9.1 Time and Place:** The Directors shall meet at such time and place as they determine, and may adjourn any such meeting at pleasure. Meetings shall be set upon notice sent to each director least 5 days prior to the date of the meeting.
- 9.2 Notice:** Notice of such meetings shall be in the form as prescribed by the Board from time to time.
- 9.3 Quorum:** A quorum of Directors shall be a majority of the Directors then in office, unless otherwise decided by the Directors.
- 9.4 Chairman:** The chairman of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting: chairman of the Board, managing Director or president. If no such officer is present, the Directors present shall choose one of their numbers to be chairman.
- 9.5 Voting:** Questions arising at any such meeting shall be decided by a majority of votes and by a show of hands.
- 9.6 Tie Vote:** In the case of a tie vote, the chairman shall have casting vote.

- 9.7 Resolution in lieu of Meeting:** Any resolution of the Directors, signed by all of the Directors, shall have the same force and effect as if duly passed at a Directors' meeting held for that purpose. Such resolution shall be entered into the Corporation's minute book.
- 9.8 Delegation:** Directors may delegate any, but not all, of their powers to committees consisting of at least one Director, as elected by the Board.
- 9.9 Committees:** The committees so formed shall conform to any rules that may from time to time be imposed by the directors, and shall report any act of thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

DIVISION TEN OFFICERS

- 10.1 Appointment:** The Directors may designate the offices of the Corporation, appoint as officer's person of full capacity, specify their duties, and delegate to them powers that the Directors may lawfully delegate. Two or more offices of the Corporation may be held by the same person.
- 10.2 Directors and Members:** A Director or a Member may be appointed to any office of the Corporation.
- 10.3 Vacancies:** If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution shall, in the case of the president or the secretary, and may in the case of any other office, appoint a person to fill such vacancy.
- 10.4 Remuneration and Removal:** The remuneration of all officers appointed to the Board shall be determined from time to time by resolution of the Board. The fact that any officer is a Director or Member of the Corporation shall disqualify her/her from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at anytime, with or without cause.

DIVISION ELEVEN FINANCIAL DISCLOSURE

- 11.1 True Accounts:** The Directors shall cause true accounts to be kept of:
- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - (b) assets and liabilities; and
 - (c) All other transactions affecting the financial position of the Corporation.

- 11.2 Disclosure to Members:** The Directors shall place before the Members at every annual meeting:
- (a) financial statements of the previous year ended;
 - (b) the report to the auditor, if any; and
 - (c) any further information respecting the financial affairs of the Corporation.
- 11.3 Examination of Accounts:** The accounts and books of the Corporation shall be examined by any two Directors of the Corporation, as determined by the Board from time to time, at least once in every fiscal year to ascertain their correctness. The two named Directors shall certify the correctness or otherwise of the Corporation's accounts as evidence by their signatures.
- 11.4 Director Approval and Report of Auditor:** No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the auditor, if any.
- 11.5 Reporting Requirements:** The Corporation shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor and to the Director of the Corporations Branch, Saskatchewan Justice and Attorney General, in accordance with Division XIII of the Act.
- 11.6 Records:** The Directors shall from time to time determine at what times and places and under what conditions or regulations the accounts, books, and records of the Corporation or any of them shall be opened to the inspection of the Members not being Directors, provided such time, place, conditions or regulations are reasonable.

DIVISION TWELVE BORROWING AND BANKING

- 12.1 Borrowing Power:** The Board may, subject to the Act, exercise all the powers of the Corporation to borrow, raise, or secure the payments of money, in such manner and form, at such time or times, in such amounts, and upon such terms as the Board deems appropriate.
- 12.2 Delegation:** The Board may from time to time delegate to a committee of the Board, a Director or an officer of the Corporation or any other person as may be designated by the Board, all or any of the powers conferred on the Board by the preceding section of this bylaw or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.
- 12.3 Banking Arrangements:** The banking business of the Corporation including, with limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruction and delegations of powers as the Board may from time to time prescribe.

**DIVISION THIRTEEN
EXECUTION OF INSTRUMENTS**

- 13.1 Execution of Instruments:** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board may from time to time designate by resolution, in addition, the Board or the said person or persons may from time to time direct the manner in which the person or persons by whom any particular instrument of class of instruments may or shall be signed. All documents so signed shall be binding upon the Corporation without further authorization or formality.
- 13.2 Seal:** The Corporation's seal shall be under the custody of the Directors and shall be affixed to any and all instruments executed under clause 13.1.

**DIVISION FOURTEEN
AMENDMENTS TO BYLAWS**

- 14.1 Amendments:** The Directors may, by special resolution of a 75% majority, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.
- 14.2 Sanction of Members:** The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of the Members and the Members may, by special resolution, confirm, reject, or amend the bylaw, amendment or repeal.

**DIVISION FIFTEEN
MINUTES**

- 15.1 Minute Book:** The Secretary, or some other officer specifically charged by the Board with this duty, shall maintain and have charge of the minute books of the Corporation, and shall record or cause to be recorded therein minutes of all meetings and resolutions of the Members and Directors.

**DIVISION SIXTEEN
LIQUIDATION AND DISSOLUTION**

- 16.1 Dissolution:** Subject to the Act, in the event of dissolution, liquidation or winding up of the Corporation, its properties and assets shall, after payment of all liabilities, be transferred to the Members.

**DIVISION SEVENTEEN
RULES AND REGULATIONS**

- 17.1 Rules and Regulations:** The rules and regulations of the Corporation shall be those which are deposited with the secretary on the date of filing the application for incorporation of the Corporation and thereafter the Directors shall, by special resolution, have the power to amend the rules and regulations or make such further rules and regulations as are not inconsistent with the articles of incorporation and bylaws of the Corporation.

This bylaw shall come into force on the date the Corporation is incorporated under the Act or that date on which this bylaw is enacted.

ENACTED this _____ day of _____, _____.

(WITNESS the corporate seal of the Corporation.)

PRESIDENT

SECRETARY

Name:

Name:

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