

NOTICE of MOTION

Proposed Bylaw Amendments

The Board has been working on a review of our articles of association (bylaws) with the assistance of our legal counsel (Duncan Craig) and our Parliamentarian (Todd Brand). Our recommendations are as follows:

First off, some of our bylaws conflict with our governing legislation (The Companies Act, 2000, Ch. C-21) and we propose to bring our articles into compliance with that legislation. These are:

I. 3.01 (b) deals with the notice period required for annual general meetings, which is seven (7) days under the Companies Act [Sec. 151(a)], twenty-one (21) days under the Business Corporations Act (Sec 134(1); and fourteen (14) days under our current Articles of Association (amended in 2013). Member D. Crowley has provided a Notice of Motion that he wishes to extend this notice period to twenty-eight (28) days in order to accommodate requests from a small number of our members. Subsequently:

3.01 (b) currently reads: The Secretary shall give to each member a notice of the annual general meeting setting forth the date, place, time, and purpose of the annual general meeting at least fourteen (14) days prior to the meeting unless a Special Resolution is proposed in which case the notice shall be given at least twenty-one (21) days prior to the meeting.

3.01(b) to now read: The Secretary shall give to each member a notice of the annual general meeting setting forth the date, place, time, and purpose of the annual general meeting at least twenty-eight (28) days prior to the meeting, with proposed Special Resolutions having the same notice.

II. 3.02 (b) deals with the number of members required to request a Special General Meeting. The Companies Act [150(1)] specifies that a minimum of 10% of the membership is required to request a special general meeting, which amounts to 42 members based on the number of encumbered homes, i.e., members, in Blackburne Creek. Our current Articles specify 25 members which had been chosen arbitrarily at the time of the last bylaw amendment.

3.02 (a) currently reads: Special general meetings of the Homeowners' Association shall be called by the Secretary at the direction of the President or upon request in writing to the Secretary of any

twenty-five (25) which request shall state the business proposed to be discussed at the special general meeting.

3.02 (a) to now read: Special general meetings of the Homeowners' Association shall be called by the Secretary at the direction of the President or upon request in writing to the Secretary of ten per cent (10%) of Members in good standing whose request shall state the business proposed to be discussed at the special general meeting.

III. 3.03 (f) deals with the “tie-breaking” role of the chair of a general meeting. This proposal seeks to add a sentence to this section in order to clarify the powers of the chair at a general meeting in accordance with the Companies Act.

3.03 (f) currently reads: In case of any dispute to the admission or rejection of any vote, the person presiding shall determine the same, and such determination made in good faith shall be final and conclusive.

3.03 (f) to now read: In case of any dispute to the admission or rejection of any vote, the person presiding shall determine the same, and such determination made in good faith shall be final and conclusive. In effect, the person presiding shall be entitled to a second or casting vote in the case of an equality of votes that included the presiding person's first vote.

To be submitted to the members at the 2021 Annual General Meeting on 4 November 2021.

*Brian Hawrelak
President and Acting Secretary
4 October 2021*