

**CONSTITUTION AND BY-LAWS
OF
THE KANATA-BEAVERBROOK COMMUNITY ASSOCIATION**

JUNE 7TH, 1989
(replacing By-laws dated October 31,1979 and amendments thereto)

INDEX

ARTICLE I	DEFINITIONS
ARTICLE II	OFFICES
ARTICLE III	PURPOSES
ARTICLE IV	MEMBERS AND MEMBERSHIP
ARTICLE V	VOTING RIGHTS AND PRIVILEGES
ARTICLE VI	MEETINGS OF MEMBERS
ARTICLE VII	DIRECTORS
ARTICLE VIII	DUTIES AND POWERS OF THE BOARD OF DIRECTORS
ARTICLE IX	OFFICERS
ARTICLE X	EXTENT OF ADDITIONS AND ALTERATIONS TO THE PROPERTIES
ARTICLE XI	MORTGAGES
ARTICLE XII	DISSOLUTION
ARTICLE XIII	BY-LAW AMENDMENT PROCEDURE
APPENDIX A	KANATA-BEAVERBROOK MAP

ARTICLE I

DEFINITIONS

- (a) "ASSOCIATION" shall mean this non-profit corporation, namely THE KANATA-BEAVERBROOK COMMUNITY ASSOCIATION.
- (b) "THE JURISDICTIONS" shall mean the lands described in the Association's Charter, commonly known as the Beaverbrook Community, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- (c) "THE COMMON PROPERTIES" shall mean parks, playgrounds, swimming pools, recreation facilities, common ways, structures, improvements and areas owned, leased or maintained or available to the Association for the common benefit and enjoyment of the members of the Association.
- (d) "CHARTER" shall mean the Letters Patent issued by the Lieutenant-Governor in the Council of Ontario incorporating this Association.
- (e) "THE BOARD" shall mean the Board of Directors of this Association.
- (f) "RESIDENCE" shall mean any self-contained residence, whether detached, semi-detached or forming part of a multiple residence structure situated in and upon the Properties.
- (g) "OWNER" or "OWNERS" shall mean such person or persons, firm or firms, corporation or corporations as shall be shown as having any registered proprietary interest in one or more residences in any part of the Properties according to the records of the Regional Municipality of Ottawa- Carleton, Registry Office and the words "owned" or "owning" shall have the like import, but shall not include any person, firm or corporation taking title to any part of the properties as security for the payment of money or for the performance of an obligation.
- (h) "RESIDENT" shall mean any person dwelling within the Beaverbrook Community.
- (i) "HONOURARY MEMBER" shall mean any adult person granted membership for a specified period of time, including life, by resolution of the Board.
- (j) "ASSOCIATE MEMBER" shall mean any adult person granted limited membership upon such terms as the Board at its pleasure may from time to time, by resolution, decide.

(k) "CORPORATE MEMBER" shall refer to a person, firm or corporation which operates a business within the jurisdiction and which is granted such form of membership as the Board at its pleasure may from time to time, by resolution, decide.

(l) "GUEST" shall mean any person or persons who are Non-Residents.

(m) "SPECIAL MEETING" shall mean a meeting not regularly scheduled.

(n) Whenever the singular and the masculine are used throughout these By-Laws, the same shall be construed as meaning the plural or the feminine, where the context so requires.

ARTICLE 11

OFFICES

The principal office of the Association shall be located at 2 Beaverbrook Road, Box 13083, Kanata, Ontario, or such other place in the City of Kanata, Regional Municipality of Ottawa-Carleton, as the Association shall from time to time decide.

ARTICLE III

PURPOSES

(a) To promote the health, safety and welfare of the residents, lands, and jurisdictions lying within the Beaverbrook Community as hereinafter defined, and such additions as may from time to time be brought within the jurisdiction of the Association, the said Beaverbrook Community being more particularly defined in Appendix A, attached hereto.

(b) To establish an effective administration and method of representation for all such residents as shall qualify for membership in the Association from time to time in accordance with the Charter and By-Laws of the Association in respect of all matters of common concern in the Beaverbrook Community.

(c) To provide, own, operate, control and/or maintain recreational facilities, including buildings, structures, pools, courses, play areas, commons, footways and passageways (other than public highways) for the common enjoyment and benefit of all members of the Association from time to time, as the Association shall decide.

(d) To provide, operate and/or control from time to time as and when necessary services and facilities to the members as required when not otherwise provided by the municipality or other public authority.

(e) To fix assessments to be levied against the members for the purposes of the Association and for the maintenance of the Association's general facilities.

(f) To promote compliance with any and all covenants, restrictions and agreements to which the lands and the ownership of lands within the Beaverbrook Community may from time to time be subject, including an understanding of the aims and purposes for which these restrictions were established.

(g) Generally to do all such things as will promote the general welfare of the residents of the Beaverbrook Community and maintain and enhance the property values of the lands in the said area, all as permitted by law.

(h) For the objects aforesaid:

(i) to accept donations, gifts, legacies and bequests;

(ii) to carry on in all its branches the business of caterers and suppliers of food, refreshments and services to its members and guests; to contract for the management of receptions, banquets and social gatherings; and to supply expert personnel for such entertainment and to provide decorations, flowers and furniture for the same;

(iii) to carry on and/or participate in the printing and publishing operations and to sell and distribute bulletins, journals, newsletters, newspapers and general literature of interest to the members in relation to the objects of the Association.

ARTICLE IV

MEMBERS AND MEMBERSHIP

(a) The following shall be members of the Association:

All principal residents, while ordinarily resident in and upon the Jurisdiction, Honourary Members, Associate Members and Corporate Members, for whom the applicable membership fee for the current fiscal year has been paid.

(b) Any Resident ceasing ordinarily to reside in and upon the Jurisdictions or any Honourary, Associate, or Corporate Members whose membership shall have terminated by the effluxion of time or have been terminated by the Board, shall cease to be a member and shall upon demand deliver up to the Board any card, certificates or token of membership in the Association which may have been issued to him, and shall cease to use and to have the right to use the Common Properties, and may be restrained and enjoined from so doing. In any event any contention shall be made by any person other than an Associate or Honourary Member that he is still qualified as a member and in some manner or degree entitled to the rights of membership, he shall be entitled to be heard before a special meeting of the Board called for such purpose and the decision of the Board shall in the absence of fraud or gross error, be final and binding.

(c) The Board may after affording any member an opportunity to be heard before a special meeting of the Board called for such purpose, suspend any person from membership in the corporation and the use of the Common Properties for or in respect of any violation by the member of his duties and obligations as a member including but not being limited to abuse by such member of the Common Properties, and such suspension shall be for such period of time and subject to such conditions as the Board may impose; provided that if suspension shall be made by reason only of the member's failure to pay any levy or assessment made by the Association, then such suspension shall automatically terminate upon payment thereof.

(d) The Board may provide for issuance of certificates, cards or tokens evidencing membership, in such form or forms as the Board may from time to time determine, to be signed or stamped by or in the name of the President and Secretary of the Association.

(e) At any meeting, or in connection with the use by any person of the Common Properties, the Board or any member thereof or any person designated by the Board, may require production of any such certificate, card or token evidencing such person's right to attend or vote at such meeting or to use the Common Properties.

(f) Membership in the Association requires compliance by all members with all the provisions of the Association's Charter, By-Laws, Rules and Regulations and entitles each member to exercise the rights accorded thereunder and to the use and enjoyment of the Common Properties subject to the limitations and restrictions imposed thereby and always with due regard for the rights and privileges of the other members.

(g) No member may transfer or assign his membership in the Association, and such purported transfer or assignment shall be null and void.

(h) Each member shall be entitled to have the inhabitants residing with him within the Jurisdiction, use and enjoy the Common Properties, subject to all requirements imposed upon Members.

(i) Each member shall be entitled to have his guests use and enjoy Common Properties, subject to such limitations and restrictions as the Board may from time to time impose.

ARTICLE V

VOTING RIGHTS AND PRIVILEGES

(a) Notwithstanding that all members (save for Associate and Honourary Members) shall have the right to express opinions at and to support or oppose resolutions, proposals or By-Laws placed before any general or special meeting of the Association, voting rights shall be determined as defined hereunder.

(b) Where a residence is occupied by one principal resident he may cast one vote, and where a residence is occupied by an additional principal resident, these persons may together cast two votes at or in connection with any meeting of the Association.

(c) Matters which create a new expenditure or obligation by an amount in excess of \$3,000.00 in the total in any fiscal year, or change membership fees to exceed \$25.00 (but not fees for participation in an activity), shall when voted upon by the membership at large, require an affirmative vote of two-thirds of the votes cast.

(d) Notwithstanding any other provisions of these By-Laws, voting rights shall exist only for residents whose annual membership fees have been paid, but for purposes of the Annual General Meeting voting rights shall also exist for residents who were members during the past year.

(e) Any member qualified to vote as hereinbefore set out may vote in person or by proxy, but all proxies shall be in writing and filed with the Secretary. No such proxy shall extend beyond the period of eleven months and every proxy shall cease upon the member ceasing to qualify as a voting member as hereinbefore set out.

(f) The President at any meeting of members shall have discretion to require any vote to be made either by show of hands or by written secret ballot, save that any vote shall be by written secret ballot where a majority resolution of voting members so requires.

(g) The Board may from time to time make such regulations not contrary to the Association's By-Laws as they deem advisable in regard to evidence of the right to vote, the appointment and the duties of vote inspectors and generally such other matters as may relate to voting procedures including the taking of vote by mail.

(h) A formal membership list shall be made available for inspection by any member sixty(60) days prior to the Annual General Meeting. A formal membership list shall be made available at the Association offices for inspection. Any errors or omissions must be submitted in writing to the Executive thirty(30) days prior to the Annual General Meeting.

(i) In the event of any difficulty, dispute or uncertainty arising as to who shall be entitled to cast a vote or votes at or in connection with any meeting of the Association, the decision of the Chairman of the meeting shall be final and binding.

ARTICLE VI

MEETINGS OF MEMBERS

(a) The first meeting of the members shall be held within sixty(60) days after the date of the issue of the Charter and thereafter there shall be a minimum of one(1) General Meeting in each calendar year which shall be held not later than June 30th in each calendar year, at the Association's offices or, if not available for any reason, at such place in the County of Carleton as the Board may determine.

(b) The Annual General Meeting shall deal with any matters set out in the agenda accompanying the notice of the meeting (and more particularly hereinafter referred to) and the agenda shall include those matters necessarily to be dealt with at Annual General Meetings pursuant to the provisions of the Corporations Act and any such other business as may come before the meeting.

(c) The President of the Board shall act as Chairman of any meeting or in his absence, or should he be unwilling for any reason to preside, then one(1) of the Vice-Presidents shall act as Chairman. Where both the President and the Vice-Presidents are unable or unwilling to preside, then any Director may be chosen to be Chairman by a simple majority of members present.

(d) If at any Annual General Meeting of the Association the business thereof shall not be completed by midnight, the Chairman shall have the right to adjourn the meeting and either fix a time and place for the completion thereof or to require the Board to notify members of the time and place to be fixed for such completion, but such time shall be not later than thirty(30) days after the date of such adjourned meeting.

(e) General meetings of the members may be called by any two(2) of the President, Vice-Presidents, Secretary, Treasurer or by any person or persons entitled to cast in the aggregate of fifty(50) votes on any matter at a general meeting, provided that in the event of any such request from the members, there shall be lodged with the Secretary a brief written statement of the reason or reasons for the calling of such special meeting and in the case of members, a petition with the fifty(50) names as specified above. This statement shall be set out in the Agenda accompanying the notice of the meeting.

(f) Written notice of each and every General Meeting shall be given to members by the Secretary not less than ten(10) days in advance thereof by prepaid mail and/or publication in a community newspaper, such period to be calculated from and including the date of delivery of such notice and the date of delivery shall be conclusively deemed to be the date following the date on which such notice was actually

deposited in the mail. Such notice shall be validly sent if addressed to the member at the address shown for such member in the Association's records or published in any publication routinely distributed to all members, and one notice shall suffice for each residence if sent to a member resident thereat notwithstanding there may be more than one member qualified to vote in respect of such residence. Failure to notify shall not affect the validity of any such meeting or decision taken thereat provided that the number of voting members actually present at such meeting is equivalent to a quorum as hereinafter defined. Any notice may be delivered personally by leaving the same with the member or any apparently adult person at his place of residence. Any member may, in writing signed by him, waive notice of any meeting before or after the date of the meeting stated herein.

(g) Every notice of any meeting shall be accompanied by a general Agenda briefly setting forth the matters proposed to be tabled, discussed and voted upon, provided always that the Chairman of the Meeting may alter the Agenda if in his opinion there are reasonable causes for so doing. If challenged by any voting member, such alteration of the Agenda shall only be allowed upon a majority vote in support thereof.

(h) Members holding fifty(50) votes shall constitute a quorum at any meeting. If the quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of the majority of members present at a meeting at which a quorum is present shall be the act of the members, except in any case where the act of a greater number be required by the Ontario Corporations Act or by the Association's Charter, or by the By-Laws.

(i) Any action required or permitted by the Association's Charter or By-Laws or in connection with, required or permitted by the general law applicable to the Association, may be taken without a meeting if the consent in writing setting forth the action so taken or to be taken shall be signed by at least 75% of the voting members. However, in addition to the above, where the Board of Directors has authorized a vote to be taken on any matter by mail, and has distributed ballots in the manner provided for Notice of Meetings, and allowed ten(10) calendar days for the return of ballots by mail, or other means, then the vote so made shall be made under the same conditions and be of the same effect as if it were made at a General Meeting of the membership, except that there shall be no requirement for a quorum or a minimum number of votes.

(j) The Board may make such regulations not contrary to these By-Laws or to the general law applicable to incorporations incorporated under Part III of the Ontario Corporations Act as it deems advisable for any meeting of members concerning the calling, holding and disposition of meetings, and such regulations shall be binding on the Association and its members.

(k) Any members proposing to put or table a resolution at any meeting shall deliver a draft thereof to the Secretary at least seven(7) days prior to the date of the meeting provided that the President may, if the circumstances appear to him to warrant it, waive this requirement and may permit the putting or tabling of any resolution notwithstanding.

ARTICLE VII

DIRECTORS

- (a) The affairs of this Association shall be managed by a Board of Directors, consisting of two or more representatives from each cluster, and officers. They shall be elected as herein set out, and shall hold office until the election of their successors.
- (b) So long as a quorum of Directors remains in office, vacancies in the Board shall be filled by appointment by the remaining Directors within ninety(90) days. Such appointed Director shall hold office until his successor is elected at a meeting duly called for that purpose. A vacancy shall be deemed to occur whenever a Director dies, becomes mentally or physically incapacitated, ceases to be a member, whether permanently or by way of suspension, resigns, fails to attend three(3) consecutive meetings without just cause or fails or refuses to carry out the duties of his office reasonably and in good faith, and in such case, the vacancy shall be declared and confirmed by a majority vote of the Board.
- (c) Any proposal for change in the constitution by the Board of Directors shall be made by special resolution.
- (d) The Board shall by not later than March 15th in each year, select and determine the number and boundaries of clusters within the Jurisdiction and the number of Directors representing the members to be elected from each such cluster and shall, within ten(10) days thereafter, notify the members of such selection and determination and the same shall be final and binding unless and until changed by a future Board or unless altered by and at a duly constituted special meeting called for such purpose.
- (e) The Board shall not later than the April Directors meeting appoint a nominating subcommittee comprising a Past President(as appointed by the Executive) to act as Chairman, and two other directors who shall produce to the Board a recommended slate of Directors and Officers to represent the members for the ensuing year. The Board shall then consider such recommendations and approve a slate of Directors and Officers which slate shall then be notified to the members by not later than the May Directors meeting.
- (f) Notwithstanding the said slate any member may nevertheless nominate any other member for election as a Director from the appropriate clusters, or Officer, provided such nomination be in writing supported by not fewer than three(3) member seconders, to be delivered to the Secretary by not later than May 15th. The name of any member so nominated shall be added to the slate of recommended Directors and Officers on a revised and final slate which shall then be notified to members in writing by not later than May 30th in each year.
- (g) All members in good standing shall be entitled to vote in the electoral cluster or district in which they reside for the election of Members nominated for election as Directors or Officers.
- (h) Voting may be by poll, returns in writing, show of hands or such other method as the Board may from time to time determine but in any event, voting must be completed and the full Board elected by not later than June 15th in each year. In the event of a tie, the Chairman shall have a deciding vote.
- (i) If no nomination additional to the slate recommended by the Board be received by the Secretary by May 15th, the slate recommended by the Board shall be declared elected by acclamation and no vote shall be required.

(j) The newly elected Board shall take over the direction and operation of the association at the end of the General Meeting at which they are elected.

(k) All decisions of the Board shall be by simple majority and in the event of a tie, the Chairman shall have the deciding vote.

(l) A majority of the Directors shall constitute a quorum for the transaction of business at any meetings of the Board, but if less than the majority be present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

(m) A regular meeting of the Board shall be held on the First Wednesday of the month at the Association's office.

(n) Special meetings of the Board may be called by the President or any five(5) Directors, and in any event there shall be a minimum, including the said regular Annual Meeting, of six(6) Board Meetings per annum.

(o) Notice of all special meetings shall be given promptly by the Secretary and in any event, not less than five(5) days in advance of any such meeting. Notice may be given orally or in writing and if any Director is not readily available, such notice may be left or given to any responsible person at the Director's place of business or at his place of residence.

(p) In the event either the President, the Vice-Presidents, Secretary or Treasurer be of the bona-fide opinion reasonably held that an emergency exists requiring the immediate attention of or action by the Board, the aforesaid provision as to notice may be dispensed with and the meeting called at such time and place as any three of the six officers shall agree upon.

(q) Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if the consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE VIII

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

(a) The Board in managing the affairs of the Association shall have the power to impose and collect dues from the membership and generally to do all things and exercise all rights and procedures normally and properly the function of the managing board, provided the same be not inconsistent with any restrictions or limitations, expressed or implied, contained in the Association's Charter or the By-Laws, and subject always to the following specific exceptions, namely,

(1) The Board may not impose any levy, rate, assessment or dues in and for any year which shall exceed in total the sum of \$25.00 per residence save for fees levied for participation in an activity, or

(2) Create any obligation or obligations committing the Association to any expenditure or total expenditures in any year in excess of \$3,000.00 except as approved at a General or special meeting of the membership, or

(3) Alienate or dispose of any interest of the Association or any part of the Properties or Common Properties, or

(4) Amend the Association's Constitution or By-Laws, but shall refer any such matter to a general meeting of the members for decision.

(b) Subject to and without limiting the generality of the foregoing, the Board may:

(1) Call special meetings of the members whenever it deems necessary;

(2) Recommend courses of action and adoption of procedures by the Association;

(3) Establish, levy and collect annual and special dues and assessments against members;

(4) Retain and discharge solicitors, engineers, builders and other professional and non-professional workers;

(5) Adopt and publish rules and regulations governing the use of the Common Properties and the facilities thereof and the personal conduct of members and their guests thereon and in connection therewith;

(6) Nominate or elect honorary and associate members;

(7) Negotiate and contract with any relevant person, organization, governmental authority or board;

(8) Purchase equipment and supplies for the performance of the Association's duties and for the proper functioning of the Common Properties and the recreation facilities thereof;

(9) Purchase such fire, liability and general insurance as may appear necessary to protect the properties and interests of the Association and to indemnify the Directors, Officers and employees of the Association;

(10) Purchase, leases or otherwise acquire real estate or any interest therein for the purposes of the Association.

(c) The Board shall cause to be kept all books, records, accounts, registers, rosters and other documentation reasonably necessary to record the financial operations and the state of membership of the Association and shall present a statement of the Association's affairs, including a Financial Statement at each Annual General Meeting, or at any special meeting whenever requested in writing so to do by twenty-five(25) members in good standing.

(d) The Board shall prepare for and present at each Annual General Meeting a recommendation for the ensuing year including a forecast of the probable expenditures of the Association.

(e) The Board may designate one or more committees, each to consist of a Chairman thereof, together with such other members as such Chairman may designate and the Board approve, to exercise such functions and adopt such procedures as the Board shall from time to time by formal resolution decide.

(f) The President, 1st Vice-President, 2nd Vice-President and 3rd Vice-President, Secretary and Treasurer of the Board will comprise an Executive Committee of the Board who shall supervise the day to day operations and activities of the Association, and to whom committees of the Board shall report and be directly responsible, and the Executive Committee shall render an account of its functions and the operations of all committees at all meetings of the Board whenever and to the extent required by any Director. The Executive may ask the Past President to act in an advisory capacity for a period of one year.

ARTICLE IX

OFFICERS

(a) The Officers of the Association shall be a President, 1st Vice-President, 2nd Vice-President and 3rd Vice-President, Secretary and Treasurer, to be elected by the membership at large and each officer shall hold office until his successor shall have been duly elected.

(b) The Board may elect such other officers, as it shall deem desirable, for such periods of time and for the performance of such duties as the Board may from time to time prescribe.

(c) No Officer may hold more than one office at a time.

(d) A vacancy in any office may be filled by the Board for the unexpired portion of the term. A vacancy shall be deemed to have occurred whenever an officer dies, becomes mentally or physically incapacitated, ceases to be a Director, resigns, fails to attend three consecutive meetings without just cause, or fails or refuse to carry out the duties of his office reasonably and in good faith and in any such case the vacancy shall be confirmed by a majority vote of the Board.

(e) All officers shall be members of the Association, and shall have all the powers of a Director.

(f) The officers of the Association shall, except to the extent otherwise provided by the Ontario Corporations Act, The Association Charter and the Association's By-Laws, or by the Board of Directors, have such powers and duties respectively as generally pertain to their offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board. The President shall be the Chief Executive Officer of the Corporation, the 1st Vice-President shall act in lieu and in the place of the President whenever the President is not available or is unable or unwilling for a reason to preside at meetings or to perform his functions; the 2nd and 3rd Vice-Presidents shall perform such duties as are decided upon by the Executive; the Secretary shall be the Chief Recording Officer of the Association; and the Treasurer shall be in charge of all accounts.

(g) The President shall preside over and act as Chairman of all Meetings of the Board and of the Association.

(h) The Executive will be able to spend up to \$300, from the approved budget, on any one item by executive decision. The directors are to be informed of such spending at the next directors meeting.

(i) Offices of the 1st, 2nd and 3rd Vice-Presidents shall have specific duties and shall chair a Committee from one of the following group; Membership, Phone Directory, Mayfair, Yearly Social Functions of the Association.

(j) Past Presidents shall be granted life-time Honourary Membership in the Association.

ARTICLE X

EXTENT OF ADDITIONS AND ALTERATIONS TO THE JURISDICTION

- (a) No additions or alterations shall be made unless by a General Meeting of the Association members duly called for such purpose.
- (b) Any addition or alteration to the Jurisdiction so made shall ipso facto add to or alter the jurisdiction and membership in the Association accordingly.
- (c) The Association may participate in mergers and consolidations with other non-profit corporations or associations organized for the same or similar purposes.
- (d) Any such merger or consolidation shall be valid only with the recorded assent of two-thirds(2/3) of the votes of qualified members of the Association at a meeting duly called for such purpose.

ARTICLE XI

MORTGAGES

- (a) Save as hereinafter otherwise provided, no money shall be raised upon the security of the Association's real property or any interest therein, or any other assets of the Association, nor shall any borrowings be made by the Association save with the recorded assent of two-thirds(2/3) of the vote of qualified members of the Association at a meeting duly called for such purpose, written notice whereof shall be mailed to all members at least fifteen(15) days in advance and which shall set forth the purpose of the meeting: Provided however, that the Board may from time to time borrow money from the Association's bank or from any other similar source at bank rates provided that such borrowings may not be secured upon the real property or other assets of the Association and the total of such borrowings at any one time does not exceed the sum of \$5,000.00. In the event of such borrowings and in the event any Director or Member shall guarantee repayment thereof, the Members shall be deemed jointly and severally to have agreed to indemnify such Guarantor and in the event any such Guarantor shall have a first charge on all monies of the Association until he shall have been reimbursed.

ARTICLE XII

DISSOLUTION

- (a) The Association shall be dissolved only with the assent given in writing and signed by two-thirds(2/3) of the voting members.
- (b) Written notice of any proposal to dissolve the Association, setting forth the reasons thereof and the disposition to be made of the Association's assets shall be mailed to every member at least ninety(90) days in advance of any action taken.
- (c) Upon dissolution of the Association, the assets , both real and personal shall be dedicated to an appropriate agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
- (d) If such dedication be refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association's Charter.
- (e) No such disposition of Association property shall be effective to divert or diminish any right or title of any member invested in him pursuant to any private transaction of purchase, sale, lease or otherwise.

ARTICLE XIII

BY-LAW AMENDMENT PROCEDURE

- (a) Notwithstanding anything herein contained, no amendment, alteration or deletion of any of the provisions of Articles V, VI, VII, IX, XI, XII or XIII shall be effective unless or until passed, approved or confirmed by no less than two-thirds(2/3) of the votes cast at a general meeting duly called for such purpose.
- (b) In other matters, the directors may pass, amend or alter By-Laws, as provided by the Corporations Act, but as therein provided such a By-Law, or amendment or alteration thereof, unless in the meantime confirmed at a General Meeting of the members duly called for that purpose, is effective only until the next Annual Meeting of the members unless confirmed thereat, and, in default of confirmation thereat, cease to have effect at and from that time, and in that case no new By-Law of the same or like substance has any effect until confirmed at a General Meeting of the Members.
- (c) The members may at the General Meeting or the Annual Meeting mentioned in subsection 2, confirm, reject, amend or otherwise deal with any By-Law passed by the Directors and submitted to the meeting for confirmation, but no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or other dealing.