



Proposed By-Law Amendments Annual General Meeting June 25, 2011

1. The Board of Directors of the Sun Peaks Mountain Resort Association (SPMRA) doing business as Tourism Sun Peaks (TSP) proposes the following By-law amendments to be voted on by SPMRA members in accordance with the SPMRA By-laws at the Annual General Meeting to be held June 25, 2011. The Board considers all these amendments to be in the nature of “housekeeping” and not to be substantive changes that will have any noticeable impact on members.

The purpose of these amendments is to simplify and clarify language to reflect previously-approved By-law changes, correct out-of-date references in respect of the actual operation of the SPMRA and to remove items that are inconsistent with other sections of the By-laws. For example, the amendments include omitting references to “President” or “Vice-President” to reflect that the Board now operates with a Chairman of the Board and Vice Chairman. As well, it is proposed to remove references to details of remuneration for Board members to achieve consistency with By-law 7.1 which precludes any remuneration for Board members. It is further proposed to clarify that the Chairman of the Board does not serve as the Chief Executive Officer of the Association (as that role is filled by an employee) and to update some references to the “Commercial/Tenant/Independent Operator Director” where needed.

Motion: to amend the SPMRA By-laws by replacing all references to “Vice-President” with “Vice-Chairman;” to remove all references of “Managing Director” and to remove the remuneration references in section 12.2 as follows:

Page 10; 5.5

“Subject to By-law 5.6, the Chairman of the Board, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.”

Amended to:

“Subject to By-law 5.6, the Chairman of the Board of the SPMRA, the Vice-Chairman, or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.”

Page 10; 5.6 a)

“If at a general meeting:

- a) there is no Chairman of the Board , Vice-President or other Director present within 15 minutes after the time appointed for holding the meeting; or..."

Amended to:

"If at a general meeting:

- a) there is no Chairman of the Board, Vice-Chairman or other Director present within 15 minutes after the time appointed for holding the meeting; or..."

Page 22; 12.1

"The Directors shall, from time to time, appoint a Chairman of the Board, a Vice-President, a Secretary, a Treasurer and such other officers, if any, as the Directors shall determine, including Vice-Presidents, Managing Directors and a Chairman of the Board, and the Directors may, at any time terminate any such appointment. No officer shall be appointed unless he is qualified in accordance with the provisions of the *Society Act*."

Amended to:

"The Directors shall, from time to time, appoint a Chairman of the Board, a Vice-Chairman, a Secretary, a Treasurer and such other officers, if any, as the Directors shall determine and the Directors may, at any time terminate any such appointment. No officer shall be appointed unless he is qualified in accordance with the provisions of the *Society Act*."

Page 23; 12.2

"One person may hold more than one of such offices except the offices of the Chairman of the Board and Secretary must be held by different persons. Any person appointed as the Chairman of the Board, the Vice-President or the Managing Director shall be a Director. The other officers need not be Directors. The remuneration of the officers of the SPMRA as such and the terms and conditions of their tenure of office or employment shall from time to time be determined by the Directors; such remuneration may be by way of salary, fees, wages, commissions or participation in profits or any other means or all of these modes and an officer may in addition to such remuneration be entitled to receive after he ceases to hold such office or leaves the employment of the SPMRA a pension or gratuity."

Amended to:

"One person may hold more than one of such offices except the offices of the Chairman of the Board and Secretary must be held by different persons. Any person appointed as the Chairman of the Board, the Vice-Chairman or the Secretary shall be a Director. The other officers need not be Directors."

Page 23; 12.8

"The duties of any person or persons appointed as the Chairman of the Board, Vice-President or Managing Director shall be as stipulated by the Directors."

Amended to:

"The duties of any person or persons appointed as the Chairman of the Board or the Vice-Chairman shall be as stipulated by the Directors."

Page 27; 17.1

“b) one of the Chairman of the Board, the Managing Director, a Director and a Vice-President together with one of the Secretary, the Treasurer, the Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer and an Assistant Secretary-Treasurer , or...”

Amended to:

“b) one of the Chairman of the Board, a Director and a Vice-Chairman together with one of the Secretary, the Treasurer, the Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer and an Assistant Secretary-Treasurer , or...”

Page 27; 17.2

To enable the Seal of the SPMRA to be affixed to any bonds, debentures or other securities of the SPMRA, whether in definite or interim form, on which facsimiles of any of the signatures of the Directors or officers of the SPMRA are, in accordance with the *Society Act* and/or these By-laws, printed or otherwise mechanically reproduced there may be delivered to the firm or company employed to engrave, lithograph or print such definitive or interim bonds, debentures or other securities one or more unmounted dies reproduced in the SPMRA’s Seal and the Chairman of the Board, the Managing Director or a Vice-President and the Secretary, Treasurer, Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer or an Assistant Secretary-Treasurer may by a document authorize such firm or company to cause the SPMRA’s Seal to be affixed to such definitive or interim dies. Bonds, debentures or other securities to which the SPMRA’s Seal lawfully affixed shall for all purposes be deemed to be under and to bear the SPMRA’s Seal lawfully affixed thereto.

Amended to:

To enable the Seal of the SPMRA to be affixed to any bonds, debentures or other securities of the SPMRA, whether in definite or interim form, on which facsimiles of any of the signatures of the Directors or officers of the SPMRA are, in accordance with the *Society Act* and/or these By-laws, printed or otherwise mechanically reproduced there may be delivered to the firm or company employed to engrave, lithograph or print such definitive or interim bonds, debentures or other securities one or more unmounted dies reproduced in the SPMRA’s Seal and the Chairman of the Board, or the Vice-Chairman and the Secretary, Treasurer, Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer or an Assistant Secretary-Treasurer may by a document authorize such firm or company to cause the SPMRA’s Seal to be affixed to such definitive or interim dies. Bonds, debentures or other securities to which the SPMRA’s Seal lawfully affixed shall for all purposes be deemed to be under and to bear the SPMRA’s Seal lawfully affixed thereto.

Motion: To amend SPMRA By-laws that the duties of the Chairman of the Board include presiding at meetings of the SPMRA and to clarify that the Chairman is not the Chief Executive Officer of the Association as follows:

Page 23; 12.3

“The Chairman of the Board shall preside at all the meetings of the SPMRA and of the Directors. The Chairman of the Board is the chief executive officer of the SPMRA and shall supervise the other officers in the execution of their duties.”

Amended to:

"The Chairman of the Board shall preside at all the meetings of the SPMRA and of the Directors."

Motion: to amend the SPMRA By-laws by removing section 7.4 iv. from the SPMRA By-law document because it is a duplication of 7.4 i.

Page 15; 7.4 iv.

Remove:

"iv. a "Commercial/Tenant/Independent Operator Director" means a Director elected by those members of the SPMRA who own a Commercial Resort Lot;"

Motion: to amend the SPMRA By-laws by adding "or his assistant(s)" to section 12.4 and section 12.5 as follows:

Page 23; 12.4

"The Secretary shall: ..."

Amended to:

"The Secretary or his assistant(s) shall: ..."

Page 23; 12.5

"The Treasurer shall: ..."

Amended to:

"The Treasurer or his assistant(s) shall: ..."