

# Part 11. Meetings and Governance

## Division 1. **Annual and Special General Meetings**

1. Meetings May Be Held or Attended In-Person or By Electronic Means (1) By clearly specifying the intention in the notice of meeting, the Board of Directors may convene any directors meeting or annual or special general meeting of the Homeowners Corporation in-person or by electronic means. Any meeting held in-person shall allow individual attendees to attend electronically as set out in the paragraphs below. The notice package must include a notation as to whether the location of the meeting is a specific physical location for an in-person meeting, or a virtual connection for an electronic meeting, and must include the means of connection to a meeting held electronically.
- (2) In the event that the intended physical location for an in-person meeting becomes unavailable unexpectedly or an in-person meeting becomes impossible due to public health order or any other serious physical or legal impediment or safety risk; the Board of Directors may convert an in-person meeting to a meeting held electronically by sending prompt notice to all eligible voters and attendees as soon as practicable, and by posting a notice of the electronic meeting and means of attendance at (or as close as possible to) the intended meeting location 30 minutes prior to the meeting start time.

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- (3) In the event that an electronic meeting cannot properly proceed as scheduled due to serious disruption, general technical or sound difficulties or other emerging circumstance which would make proper conduct of the meeting impossible; the meeting may be deferred one week by majority vote or by declaration of the chair that a quorum are unable to attend and meaningfully participate. Inability of any particular eligible attendee to properly connect to a meeting held electronically shall not justify such an adjournment or invalidate the business conducted at that meeting.
- (4) Any meeting held by electronic means or attended electronically must allow each attendee to communicate with all other attendees, to the extent that they are entitled to speak at the meeting. This provision does not authorize a person who is attending as an observer to speak at a meeting unless otherwise invited or authorized to do so.
- (5) Any person entitled to attend an in-person directors meeting or an in-person annual or special general meeting of the Homeowners Corporation may attend by telephone or any other electronic method which permits all persons participating in the meeting to communicate with each other during the meeting. Any person attending pursuant to this bylaw is responsible for arranging and maintaining a means of attendance which complies with this bylaw, including arranging the

necessary equipment and connections. The Homeowners Corporation is not responsible for any failure to connect or loss of connection whether or not a representative of the Homeowners Corporation facilitated electronic attendance, and no such connection problems shall affect the validity of the meeting or the business conducted.

- (6) Minor procedural adjustments may be made by the person chairing the meeting as required to give effect to this bylaw. The person chairing a meeting held electronically may selectively mute the audio of observers and anyone whose connection is disrupting the meeting by audio interference, background noise, poor quality connection or by speaking out of turn; provided that every eligible voter has a fair and reasonable opportunity to speak on every agenda item, make motions and/or raise points of order.
- (7) A person attending any portion of an annual or special general meeting electronically in compliance with the bylaws is deemed to be present in person for the entire duration of the meeting for all purposes except to the extent that these bylaws expressly contemplate otherwise.

## 2. Person to Chair Meeting

- (1) Subject to the bylaws, annual and special general meetings must be chaired by the president of the Board of Directors or by the vice president of the Board of Directors if the president is absent, unwilling or unable to act.
- (2) Notwithstanding the foregoing, the owners may approve a motion by majority vote at any time during an annual or special general meeting to elect a different person to chair the meeting. The person elected to serve as chairperson must be present and willing to serve in that capacity, but need not be a member or an eligible voter.
- (3) If a person who is designated or voted to chair the meeting becomes unwilling or unable to chair the meeting, or leaves the meeting without adjourning the

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proceeding, then the eligible voters present must elect a different chair from among those persons who are present at the meeting, by majority vote.

- (4) The Chair must fully disclose any personal interest (except for any personal interest which is common to all owners) in business to be conducted at the meeting before conducting any business at a meeting.
- (5) Any decision of the Chair may be modified or reversed by motion approved by majority vote.

## 3. Participation by Other than Eligible Voters

- (1) The Board of Directors may invite a guest presenter to provide information at an annual or special general meeting.
- (2) Tenants and occupants may attend annual and special general meetings, whether or not they are eligible to vote.
- (3) Persons who are not eligible to vote, including tenants and occupants, may participate in the discussion at the meeting, but only if permitted to do so by the chair of the meeting.

- (4) Persons who are not eligible to vote, including tenants and occupants, must leave the meeting if requested to do so by a resolution passed by a majority vote at the meeting.

#### 4. Voting

- (1) At an annual or special general meeting, voting may be held by any means which provides a reasonably reliable count and with a view towards maintaining functional expediency for purely procedural votes, and enhanced reliability and security for more substantive votes. The method by which a vote is taken shall be at the discretion of the chair unless a valid method is specifically selected by majority vote of eligible voters. Without limiting the generality of the foregoing, the following voting methods are encouraged:
  - a. For a meeting held electronically, if the application or system used for the electronic meeting or a supplemental system disclosed in the notice package allows for electronic polling that electronic polling may be used;
  - b. For a meeting held electronically or in-person, a vote may be taken by calling the roll;
  - c. For an in-person meeting, voting cards may be issued to each eligible voter indicating the number of votes they have, and the vote may be taken by display of voting cards; and
  - d. For an in-person meeting, a ballot may be issued to each eligible voter for each vote they have, and the vote may be taken by secret ballot.

Where a vote is taken at an in-person meeting by means which cannot be accomplished by those attending electronically, owners attending electronically may submit their votes by pre-arranged proxy or by other means approved by the chair (whether by email or text message to the chair, by roll call, by electronic polling application, or otherwise).

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- (2) At an in-person meeting, if a precise count is requested prior to the vote being taken, the chair must determine how the vote will be counted and may appoint volunteers as vote counters and/or scrutineers from those present.
- (3) The chair may require voters to confirm or reconfirm how they voted in case of counting error, arithmetic error, technical difficulties or other irregularity. The chair may direct a different method for confirmation or reconfirmation of the vote. The confirmation of the count shall not be considered a re-vote and voters must not change their vote or reargue the matter which is subject of the vote.
- (4) The outcome of each vote, including the number of votes for and against the resolution if a precise count is requested, must be announced by the chair and recorded in the minutes of the meeting except that when announcing or reporting

the result of a secret ballot any fraction must be rounded down to the nearest whole number unless the fraction was determinative of the result of the vote.

- (5) If there is a tie vote on a majority vote at an annual or special general meeting, the president, or, if the president is absent or unable or unwilling to vote, the vice president may break the tie by casting one additional, deciding vote.
- (6) Despite anything in this section; if the meeting is held in-person or if the meeting is held by electronic means which allows for anonymous voting only by eligible voters; an election of Board of Directors or any other vote must be held by secret ballot, but only if:
  - a. A secret ballot is requested by one or more eligible voters before or as the vote is called, and the vote requires approval by  $\frac{3}{4}$  vote resolution, 80%, or unanimous vote, or the vote relates to election of one or more members to the Board of Directors;
  - b. A secret ballot is ordered or allowed by the person chairing the meeting in their discretion; and/or
  - c. A secret ballot is approved by a motion approved by majority vote.

In considering whether to allow a discretionary secret ballot, the person chairing the meeting should take into account whether the matter is sensitive, controversial and/or whether there appear to be unduly intense efforts to influence or sway voters during discussion; or whether the request for a secret ballot appears instead to be an attempt to cause delay. If requested, the person chairing the meeting may pause proceedings to consult privately with an eligible voter requesting a secret ballot to determine the reason that the secret ballot is being requested.

- (7) During a secret ballot at a meeting held in-person, any eligible voter attending by electronic means, must:
  - a. Use an approved method (if any is available and approved by the Chair) for voting which allows for anonymous voting only by eligible voters;
  - b. Pre-arrange to appoint a proxy who is present in person at the meeting to cast the secret ballot on their behalf; or
  - c. Waive secrecy and vote by roll call or other non-secret method specified by the Chair.

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## 5. Order of Business

- (1) The order of business at annual and special general meetings is as follows:
  - a. Register eligible voters, confirm corporate representatives and issue voting cards;
  - b. Elect a person to chair the meeting, if necessary;
  - c. Disclose any contested issues with respect to validity of proxies or eligibility for voting, confirm and ratify the chair's determinations by majority vote as necessary, and certify valid proxies;
  - d. Announce attendance numbers in person and by proxy as of the start of the

- meeting and determine that there is a quorum to proceed;
  - e. Present to the meeting proof of notice of meeting or waiver of notice; f. Approve the agenda;
  - g. Approve minutes from any previous annual or special general meeting which have not yet been approved;
  - h. Deal with unfinished business as determined by Board of Directors and about which notice has been given;
  - i. Receive reports of the Board of Directors with respect to activities and decisions since the previous annual general meeting, including reports of committees, if the meeting is an annual general meeting;
  - j. Report on insurance coverage;
  - k. Approve the budget for the coming year;
  - l. Deal with new business about which notice has been given;
  - m. Elect a Board of Directors, if the meeting is an annual general meeting; and
  - n. Terminate the meeting.
- (2) The Agenda for a particular meeting need not include items b., g., i., j., k., l., m., n., and/or o. which do not apply to that particular meeting.
- (3) Notwithstanding the foregoing, the agenda may be modified at any stage of the meeting only to change the order of items on the Agenda by majority vote resolution.

#### 6. Quorum

- (1) Quorum to commence a general meeting is any number of persons holding a combined total of 50 votes, whether present in person, represented by proxy, or attending by electronic means if and as permitted by the bylaws.
- (2) If at the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned for a period of ten minutes whereupon the adjourned meeting shall be reconvened at the same place and those persons attending at that time shall constitute a quorum for the purpose of convening the meeting, as long as at least 30 votes are represented either in person or by proxy, or attending by electronic means if and as permitted by the bylaws.
- (3) After quorum is confirmed to be in attendance when a meeting is convened, quorum for the balance of the meeting shall be the number of votes that are represented from time to time during the meeting. For greater clarity, once quorum is satisfied when the meeting is convened, quorum need not be recalculated if voters leave the meeting before the meeting is terminated or adjourned, and voters departing the meeting shall not prevent the Homeowners Corporation from

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- conducting business. Any voters departing the meeting or votes otherwise not cast shall be treated as abstaining from voting. This subsection is subject to a determination by the Chair or by majority vote that the meeting cannot properly proceed due to disruption or serious technical difficulties as set out in bylaw 80(3).
- (4) Where multiple owners share a vote with respect to a unit, only one of them shall

count towards quorum on behalf of that unit.

## 7. Conduct of Meetings and Rules of Order

- (1) The Homeowners Corporation may adopt one or more specific Rules of Order, or a published set of Rules of Order for a specific annual or special general meeting by motion approved by majority vote resolution at that meeting. To the extent that any set of Rules of Order adopted varies from the requirements of applicable legislation, the adopted set of Rules of Order shall be reinterpreted or disregarded to the extent necessary to comply with the legal requirements.
- (2) The following additional Rules of Order shall apply to all annual and special general meetings of the owners unless varied by majority vote:
  - a. The Chair shall have control over the order in which eligible voters, presenters, guests and/or invitees are permitted to speak, and shall have authority to take such steps as may be reasonably required in the circumstances to:
    - i. Maintain order,
    - ii. Encourage the timely completion of the meeting with sufficient time to address all items on the agenda,
    - iii. Ensure that everyone entitled to speak has a reasonable opportunity to do so, for each item on the agenda, or
    - iv. Encourage fairness and a mutually respectful tone,
  - b. To ensure that voters are not discouraged from active participation, no audio or video recording of the meeting is permitted by any person;
  - c. All persons present at an annual or special general meeting must refrain from disrupting the meeting by unreasonably loud or offensive behaviour, interrupting a person who has permission to speak (except as directed by the Chair), or deliberately causing inordinate delay;
  - d. The Chair must ensure that every eligible voter and/or person holding a valid proxy who wishes to speak has a reasonable opportunity to speak concisely at least one time on each agenda item, motion or other item of business conducted;
  - e. A matter may be called directly to a vote at any point during the discussion of that matter, if:
    - i. An eligible voter calls for the vote and there is no objection by any other eligible voter,
    - ii. The Chair calls for the vote after each person wishing to speak has had the opportunity to do so; on the basis that it appears that discussion is complete, or becoming repetitive – subject to a majority vote by those present directing that discussion continue, or
    - iii. If a majority vote compels the calling of the vote – subject to a decision by the chair to allow anyone who has not yet spoken on

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the  
matter to have a brief opportunity to do so,

- f. Subject to the foregoing, and directions from the owners determined by motion approved by majority vote, the Chair shall have authority to reasonably restrict the length of time or the number of times that those present will have to speak on a subject.

#### 8. Reports and Financial Statements

- (1) The Financial Statements provided with the notice of the annual general meeting may be in summary form.
- (2) Any report or opinion which the Board of Directors intends to refer to at an annual or special general meeting must be referred to in the notice package and in the minutes of the meeting and made available to owners and eligible voters for review upon request, except that privileged documents need not be provided to parties adverse in interest to the Homeowners Corporation with respect to proposed or commenced litigation.

#### Division 2. **Composition and Election of the Board of Directors**

##### 1. Board of Directors Size and Membership

- (1) The Board of Directors must have at least three and not more than seven members when elected. The Board of Directors must retain at least two current serving members in order to conduct business on behalf of the Homeowners Corporation.
- (2) A designated representative of a corporate owner shall be eligible to stand for Board of Directors as if they were an owner.
- (3) Where a unit has multiple people who are eligible to serve on the Board of Directors, only one person per unit is permitted to be on the Board of Directors at any given time. If the multiple potential candidates for the unit cannot agree who will stand to serve on the Board of Directors, only the owner of that unit with the higher number of votes received may serve on Board of Directors for that term, if elected. A tie breaking vote shall be held if necessary.

##### 2. Board of Directors Members' Election and Term

- (1) The election of one or more board members shall be conducted as follows:
  - a. A list of nominees shall be prepared including any nominations provided in advance of the meeting, and any nominations from the floor, not including any nominees who are not eligible to serve on the Board of Directors;
  - b. The finalized list of nominees shall be read out at the meeting;
  - c. Each nominee shall have up to two minutes if desired to introduce themselves and comment on their nomination. Other owners may participate in the discussion only after all nominees have had an opportunity to speak;
  - d. If the number of nominees is equal to or less than the maximum number of board members, then unless a secret ballot is requested by an eligible voter, there shall be a majority vote held by show of voting cards to confirm whether or not the entire list of nominees shall serve as the new Board of Directors;

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- e. If the number of nominees exceeds the maximum number of board members, or if the majority vote referred to above is defeated, or if a secret ballot is requested; then the vote shall be conducted by secret ballot, with each eligible voter being entitled to write on the ballot the names of nominees they wish to serve on the Board of Directors up to the maximum number of board members specified in these bylaws, with no repetition of names; and
- f. The ballots shall be tabulated, and the elected board shall be comprised of those nominees whose names appear on more than half of the submitted ballots, except that:
  - i. If the result is more board members than the maximum number indicated in these bylaws, then the maximum number of board members with the most votes shall be the Board of Directors, with any tie for the final position determined by show of voting cards or run-off election; and
  - ii. If the result is fewer board members than the minimum number indicated in these bylaws then the ballots shall be reissued and a fresh vote by secret ballot conducted.

(2) The term of office of a Board of Directors member ends at the end of the annual general meeting at which the new Board of Directors is elected.

(3) A person whose term as a Board of Directors member is ending is eligible for re-election.

(4) Any person eligible to serve on the Board of Directors may nominate themselves. (5) A person who is not present during the election and has not accepted a nomination or confirmed their willingness to serve on the Board of Directors may be elected provisionally; but their term on the Board of Directors shall not begin until they notify the Homeowners Corporation in writing that they accept the nomination and are willing to serve. If they have not provided such written confirmation to the Homeowners Corporation within 30 days of their provisional election to the Board of Directors, they are deemed to not have been elected and the remaining Board of Directors may replace them as a Board of Directors member.

### 3. Removing a Board of Directors Member

(1) The Homeowners Corporation may, by a resolution passed by a majority vote at an annual or special general meeting, remove one or more Board of Directors members.

(2) In order for there to be a vote on such a resolution, the notice package must contain an agenda item for removal of Board of Directors members, although the Board of Directors members need not be identified.

(3) After removing a Board of Directors member, the Homeowners Corporation must hold an election at the same annual or special general meeting to replace the Board of Directors member for the remainder of the term.

(4) A Board of Directors member who becomes ineligible to serve or remain on the Board of Directors for any reason shall be deemed to resign immediately upon becoming

ineligible to serve or remain on the Board of Directors.

#### 4. Replacing Board of Directors Member

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- (1) If a Director refuses provisional election or resigns or otherwise ceases to hold office, the remaining Directors may appoint a replacement Board of Directors member for the remainder of the term. Such an appointment is determined by majority vote.
- (2) A replacement Director may be appointed from any person eligible to sit on the Board of Directors.
- (3) If all the Directors resign or are unwilling or unable to act for a period of two or more months, persons holding at least 20% of the Homeowners Corporation's votes may hold a special general meeting to elect a new Board of Directors.
- (4) The remaining active Directors may appoint a replacement Director under this section even if the absence of the member being replaced leaves the Board of Directors without a quorum, or the number of current Directors is less than the stated minimum for a valid Board of Directors.
- (5) If at any time the number of Directors falls below the stated minimum for a valid Board of Directors, any remaining Directors may call a special general meeting for the sole purpose of electing a new Board of Directors. This limited right to call a special general meeting is notwithstanding any other provision of these bylaws, and regardless of any other restriction on the authority of the Director calling the meeting.

#### 5. Officers

- (1) At the first meeting of the Board of Directors after it is elected, the Board of Directors must appoint, from among its members, a president, a vice president, a secretary, a treasurer and a privacy officer. The appointments shall be determined by majority vote.
- (2) A person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and vice president.
- (3) The vice president has the powers and duties of the president:
  - a. While the president is absent or is unwilling or unable to act; or
  - b. For the remainder of the president's term if the president ceases to hold office.
- (4) If an officer other than the president resigns or is unwilling or unable to act in their assigned role for a period of two or more months, the Board of Directors members may appoint a replacement officer from among themselves for the remainder of the term.

### Division 3. **Directors Meetings**

#### 1. Calling Board of Directors Meetings

- (1) Any Director may call a Board of Directors meeting by giving the other Board of Directors members at least one weeks' notice of the meeting, specifying the reason for calling the meeting.
- (2) The notice does not have to be in writing.

- (3) A Board of Directors meeting may be held on less than one weeks' notice if: a. All Board of Directors members consent in advance of the meeting; or b. The meeting is required to deal with an emergency situation, and all Board of Directors members either:
- i. Consent in advance of the meeting; or

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- ii. Are unavailable to provide consent after reasonable attempts to contact them.
- (4) No prior notice is required for a Board of Directors meeting held immediately following the annual general meeting provided that the announcement of the Board of Directors meeting is made prior to the termination of the annual general meeting.

## 2. Requisition of Board of Directors Hearing

- (1) By application in writing stating the reason for the request, an owner or tenant may request a hearing at a Board of Directors meeting.
- (2) If a hearing is requested under subsection (1), the Board of Directors must hold a meeting at which they hear the applicant within four weeks of the request. (3) If the purpose of the hearing is to seek a decision of the Board of Directors, the Board of Directors must give the applicant a written decision within one week of the hearing.

## 3. Quorum of Board of Directors

- (1) A quorum of the Board of Directors is:
  - a. One, if the Board of Directors consists of one member;
  - b. Two, if the Board of Directors consists of two, three or four members;
  - c. Three, if the Board of Directors consists of five or six members; and
  - d. Four, if the Board of Directors consists of seven members.
- (2) Unless attending or deemed to be attending by operation of another bylaw, Board of Directors members must be present in person at the Board of Directors meeting to be counted in establishing quorum.
- (3) Notwithstanding any other bylaw, any Board of Directors member who is not in attendance for any portion of a Board of Directors meeting because they have disclosed a duty or interest which materially conflicts with their duties or interests as a Board of Directors member with respect to any issue to be considered at that Board of Directors meeting, shall be deemed to be attending that Board of Directors meeting only for the purpose of determining whether a quorum exists, and not for determining whether a decision was approved by a majority of Board of Directors.

## 4. Conduct of Board of Directors Meetings

- (1) At the option of the Board of Directors, Board of Directors meetings may be held by electronic means, so long as all Board of Directors members and other participants can communicate with each other. If a Board of Directors meeting is held by asynchronous means, such as by email, the meeting notice must specify the start and end dates and times, and any votes shall be tabulated based on votes

submitted before the specified end of the meeting.

- (2) If a Board of Directors meeting is held by electronic means, Board of Directors members attending electronically are deemed to be present in person.
- (3) Owners may attend Board of Directors meetings as observers. Notwithstanding any provision in these bylaws, an owner wishing to receive notice of a Board of Directors meeting and/or wishing to attend a Board of Directors meeting must provide the Board of Directors with written notice of that intention at least 48 hours before a meeting is called; otherwise the Board of Directors is not obliged to notify that owner of meeting times and dates in advance of a meeting.

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- (4) An owner attending a Board of Directors meeting as an observer must not interrupt or participate in the meeting in any way, except to the extent that they are invited to speak or participate. Any owner interrupting or participating without lawful authority shall be required to leave the meeting if such removal is approved by majority vote of Board of Directors.
- (5) Despite subsection (3), no observers may attend those portions of Board of Directors meetings that deal with any of the following:
  - a. Hearings and deliberations related to bylaw enforcement;
  - a. Consideration of any request for accommodation pursuant to the BC Human Rights Code;
  - b. Consideration of a privacy complaint under the Personal Information Protection Act;
  - c. Any matters which are likely to be the subject of a legal dispute, negotiation, litigation or an administrative tribunal hearing involving the observer, or any person with whom the observer is closely associated; and/or
  - d. Any other matters if the presence of observers would, in the Board of Directors' opinion, unreasonably interfere with an individual's privacy.

#### 5. Voting at Board of Directors Meetings

- (1) At Board of Directors meetings, decisions must be made by a majority of Board of Directors members attending the meeting.
- (2) If there is a tie vote at a Board of Directors meeting, the president may break the tie by casting a second, deciding vote, or may call for more discussion and a second or further vote.
- (3) The results of all votes at a Board of Directors meeting must be recorded in the Board of Directors meeting minutes.

#### Division 4. **Powers and Duties of the Board of Directors**

1. The powers and duties of the Homeowners' Corporation shall, to the extent permissible by law and subject to any restriction imposed or direction given at a general meeting; be exercised and performed by the Board of Directors of the Homeowners Corporation by majority vote taken at Board of Directors meetings, as if they were the Strata Council of a BC Strata Corporation. The exercise of those powers and duties shall be subject to any restriction imposed or direction given at a general meeting or any delegation of powers and

duties approved under these bylaws.

## 2. Delegation of Board of Directors' Powers and Duties

- (1) Subject to subsections (2) to (6), the Homeowners Corporation may delegate some or all of the Board of Directors' authority, powers and duties to one or more Board of Directors members or persons who are not members of the Board of Directors and may revoke any such delegation.
- (2) The individual Board of Directors members are hereby delegated sufficient authority of the Board of Directors to permit decisions made between Board of Directors meetings as set out in the following bylaw.
- (3) The Homeowners Corporation may delegate authority and/or spending powers to a licensed manager pursuant to the valid terms of a management agreement.

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- (4) The Board of Directors may otherwise delegate its powers by a motion, approved at a duly convened Board of Directors meeting and recorded in the minutes of that meeting, which specifies:
  - a. The specific person(s) or corporation which is to receive the delegation of authority;
  - b. The valid purposes for which the Homeowners Corporation's funds may be spent;
  - c. The specific or maximum amount to be authorized; and
  - d. Other conditions on the delegated authority to spend money, if any.
- (5) No delegation of the Board of Directors' authority may include delegation of its powers to determine, based on the facts of a particular case:
  - a. Whether to commence a court or tribunal proceeding;
  - b. Whether a person has contravened a bylaw or rule;
  - c. Whether a person should be fined and the amount of the fine;
  - d. Whether a person should be denied access to a recreational facility; and
  - e. Whether to conclusively determine the rights of an owner, tenant, occupant or third party in a manner which is not reversible.
- (6) The authority delegated under this section must not exceed the existing authority of the Board of Directors.

## 3. Some Decisions of the Board of Directors May be Made Between Directors meetings (1)

Subject to the limitations on delegation of authority specified above and herein, members of the Board of Directors shall have authority to make decisions between duly convened Board of Directors meetings in accordance with the following provisions and restrictions:

- a. In order for a decision to be considered, the question must be presented to the Board of Directors by a current member of the Board of Directors or by the property manager with a specific statement that the matter is intended for a decision "between board meetings". Without that statement, the discussion

- shall be considered discussion only, despite any record of agreement;
- b. In order for a decision to be approved under this provision, the agreement of a number of Board of Directors members satisfying the quorum of Board of Directors must be recorded in writing. A statement by a Board of Directors member to the effect that they will 'accept the decision of the group' shall suffice for that purpose;
  - c. Before a decision is approved under this provision, every Board of Directors member (other than any who have declared a conflict of interest) must be provided a reasonable opportunity to participate in the discussion and express their position;
  - d. If any two Board of Directors members (other than any who have declared a conflict of interest) state in writing that they object to the decision being made in accordance with this section, the decision shall be adjourned to a subsequent duly convened Board of Directors meeting;

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- e. A decision may only be made under this section using email or similar interface to which all members of the Board of Directors (other than any who have declared a conflict of interest) are invited and have access;
- f. The record of the discussion and decision must be saved or printed and included in the Homeowners Corporation's records;
- g. The decision must be reported in the minutes of a Board of Directors meeting held within 30 days of the decision being made; or distributed to the owners as an "interim decision" if no Board of Directors meeting is held within 30 days;
  - h. A decision properly made in accordance with this provision shall be conclusively deemed to be a decision of the Board of Directors; and
- i. Without limiting the generality of this provision, the following decisions may be made pursuant to the delegation of authority contemplated herein:
  - i. scheduling a future meeting, hearing or inspection;
  - ii. to approve a proposed general meeting notice or changes to a proposed general meeting notice;
  - iii. the provision of a warning or a notification of a contravention of bylaw(s) or rule(s) to an owner and/or tenant requesting a response;
  - iv. to approve expenditures in accordance with quotes received for repair or maintenance which is considered in an approved budget or  $\frac{3}{4}$  vote resolution;
  - v. to approve a contract for provision of services of one year or less which includes any expense contemplated within an approved budget;

- vi. to approve an insurance policy renewal;
- vii. to approve filing an insurance claim;
- viii. to have a vehicle removed from common property if it is parked in a fire lane or blocking access or egress; and
- ix. to give directions and/or expend funds in an emergency to prevent significant loss or damage or to ensure the safety and security of residents.

Division 5. **Standards and Accountability of Board Members**

1. Limitation on Liability of Board of Directors Member

- (1) A Board of Directors member who acts honestly and in good faith is not personally liable because of anything done or omitted in the exercise or intended exercise of any power or the performance or intended performance of any duty of the Board of Directors.
- (2) Subsection (1) does not affect a Board of Directors member's liability, as an owner, for a judgment against the Homeowners Corporation.
- (3) All acts performed honestly and in good faith by members of the Board of Directors are valid even if it is afterwards discovered that there was some defect in the appointment or continuance in office of one or more members of the Board of Directors.