

Anja Nurvo

From: Sandra Graham <sgraham@southislandprosperity.ca>
Sent: July-05-17 2:43 PM
To: Sandra Graham
Subject: Consent Resolution Document-Signature required
Attachments: Consent Special Resolution to Replace Bylaws copy.pdf

Dear Members,

Our organizational bylaws were recently updated to reflect changes that were incorporated under the new Society Act. In order to adopt the following amendments we request that you sign and return to us the attached consent resolution document.

Should you have any questions please do not hesitate to contact us.

Best,

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Sandra Graham

Project Coordinator

South Island Prosperity Project

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**CONSENT RESOLUTIONS OF THE MEMBERS
OF THE
YYJ PROSPERITY ASSOCIATION
(the "Society")**

The undersigned, being all of the members of the Society entitled to vote on the resolutions, hereby consent to and adopt in writing the following resolutions:

Replacement of Bylaws

RESOLVED as special resolutions that:

1. the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies; and
2. the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in carrying out the transition of the Society under the *Societies Act* and the replacement of the Bylaws.

Execution by Counterparts

These resolutions may be consented to by the members signing separate counterparts of the resolutions, which may be delivered by electronic means, and notwithstanding the respective dates of execution of the separate counterparts will be deemed to be effective as at _____, 2017.

TOWN OF VIEW ROYAL

Per: Authorized Signatory

45 View Royal Avenue
Victoria BC V9B 1A6

CITY OF VICTORIA

Per: Authorized Signatory

1 Centennial Square
Victoria, BC V8W 1P6

DISTRICT OF OAK BAY

Per: Authorized Signatory

2167 Oak Bay Avenue
Victoria BC V8R 1G2

TOWN OF SIDNEY

Per: Authorized Signatory

2440 Sidney Avenue
Sidney, BC V8L 1Y7

CITY OF COLWOOD

 Per: Authorized Signatory

3300 Wishart Road
Victoria, BC V9C 1R1

DISTRICT OF CENTRAL SAANICH

 Per: Authorized Signatory

1903 Mt. Newton Cross Road
Saanichton, BC V9M 2A9

DISTRICT OF SAANICH

 Per: Authorized Signatory

770 Vernon Avenue
Victoria BC V9B 1A6

TOWNSHIP OF ESQUIMALT

 Per: Authorized Signatory

1229 Esquimalt Road
Esquimalt, BC V9A 3P1

DISTRICT OF HIGHLANDS

 Per: Authorized Signatory

1980 Millstream Road
Victoria, BC V9B 6H1

DISTRICT OF NORTH SAANICH

 Per: Authorized Signatory

1620 Mills Road
North Saanich, BC V8L 5S9

RALMAX LTD

 Per: Authorized Signatory

343A Bay Street
Victoria, BC V8T 1P5

KNAPPETT PROJECTS INC.

 Per: Authorized Signatory

555 Pembroke Street
Victoria, BC V8T 1H3

WILSON'S TRANSPORTATION LTD.

 Per: Authorized Signatory

4196 Glandford Avenue
Victoria, BC V8T 1H3

CUBE GLOBAL STORAGE

 Per: Authorized Signatory

204 – 655 Tyee Road
Victoria, BC V9A 6X5

COAST CAPITAL SAVINGS

 Per: Authorized Signatory

400 – 645 Tyee Road
Victoria, BC V8W 1L6

**GREATER VICTORIA HARBOUR
AUTHORITY**

 Per: Authorized Signatory

1019 Wharf Street, #600
Victoria, BC V8P 5C2

**VIATEC – VICTORIA INNOVATION,
ADVANCED TECHNOLOGY &
ENTREPRENEURSHIP COUNCIL****TOURISM VICTORIA**

 Per: Authorized Signatory

777 Fort Street
Victoria, BC V8P 5C2

 Per: Authorized Signatory

#200 – 737 Yates Street
Victoria, BC V8W 1L6

VICTORIA REAL ESTATE BOARD**GREATER VICTORIA CHAMBER OF
COMMERCE**

 Per: Authorized Signatory

3035 Nanaimo Street
Victoria, BC V9B 5Y2

 Per: Authorized Signatory

852 Fort Street
Victoria, BC V8W 2Y9

CAMOSUN COLLEGE

 Per: Authorized Signatory

 4461 Interurban Road
 Victoria, BC V9E 2C1
UNIVERSITY OF VICTORIA

 Per: Authorized Signatory

 3800 Finnerty Road
 Victoria, BC V8P 5C2
ROYAL ROADS UNIVERSITY

 Per: Authorized Signatory

 2005 Sooke Road
 Victoria, BC V9B 5Y2
SONGHEES NATION

 Per: Authorized Signatory

 1100 Admirals Road
 Victoria, BC V9A 2P6
TSAWOUT FIRST NATION

 Per: Authorized Signatory

 7728 Tetayut Road
 Saanichton BC V8M 2E4
VICTORIA FOUNDATION

 Per: Authorized Signatory

 #200 – 703 Broughton Street
 Victoria, BC V8W 1E2
TIMES COLONIST

 Per: Authorized Signatory

 2621 Douglas Street
 Victoria, BC V8T 4M2
COASTAL COMMUNITY CREDIT UNION

 Per: Authorized Signatory

 220-59 Wharf Street
 Nanaimo, BC V9R 2X3
BUTLER BROTHERS SUPPLIES LTD.

 Per: Authorized Signatory

 6700 Butler Crescent
 7582446.04
ROYAL MCPHERSON THEATRES SOCIETY

 Per: Authorized Signatory

625 Fisgard St.

Victoria, B.C. V8M 2A4

Victoria BC V8W 1R7

SCHEDULE A
(see attached)

memorandum

From	Margaret H. Mason	Date	May 31, 2017
Direct line	+1 604.641.4905		
Email	margaret.mason@nortonrosefulbright.com	Our ref	16-2037
To	Emilie de Rosenroll	Your ref	

Significant Changes in Proposed New Bylaws

The following is a summary of significant changes in the proposed new Bylaws:

1. **Special Resolution Threshold.** Under the old Act, the threshold to pass a special resolution was 75%. The new Act reduces the threshold to 2/3.
2. **Transition of Membership.** The membership structure is replicated with the addition of Bylaw 2.7 which provides that any members which is not in good standing on the date the Bylaws come into effect will be deemed to have resigned. Please keep note of any members this may affect – you may need to update the Register of Members following the transition of the Association.
3. **Former Provisions from Constitution.** Under the new Act all clauses other than the name and purposes in a society's Constitution must be relocated to the society's Bylaws. Bylaws 3.7 and 16.1 are the relocated provisions for the Association.
4. **Participation by Electronic Means.** These provisions have been expanded in line with the new permissions under the Act.
5. **Composition of Board.** The Bylaws provide for a minimum number of directors to be on the Board at all times - the statutory minimum is three.
6. **Directors' Report.** There is no longer any requirement for the directors to prepare an annual directors' report for presentation to the members.
7. **Incorporation Language.** We have removed certain provisions from the existing Bylaws which refer to initial incorporation or post-incorporation requirements. This is a standard procedure when updating Bylaws for the first time after incorporation.

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8. **Indemnification.** In line with our updated drafting standards and the new provisions of the Act that do not require court approval for indemnities, we have revised the Indemnification section (Part 11). This section allows the Association to indemnify its directors, officers and other senior staff to the fullest extent possible under the new Act.
9. **Access to Records.** The new Bylaws set out in more detail the types of documents and records that are available to members for inspection under the new Act. The provision itself is very similar to what is presently in the Association's Bylaws.
10. **Name.** We note that the current name of the Association is the YYJ Prosperity Association. You may wish to take this opportunity to change the name of the Association as a name change also requires a special resolution. Any proposed name will first need to be reserved with the Registrar of Companies.