

BURNABY ASSOCIATION FOR COMMUNITY INCLUSION
2702 Norland Avenue
Burnaby, BC V5B 3A6

NOTICE
OF
SPECIAL MEETING OF MEMBERS

TO THE MEMBERS:

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of BURNABY ASSOCIATION FOR COMMUNITY INCLUSION (hereinafter called the "**Society**") will be held at 2702 Norland Avenue, Burnaby, BC, on May 23, 2019 at 6:30 pm (Pacific Standard Time), for the following purposes:

1. to alter the Bylaws of the Society to have the wording in Bylaws 17(a) and (b) reinstated to the previous wording the last change to which was adopted by special resolution and filed with the Registrar of Companies on February 21, 1980 (the "**First Bylaw Amendment**") as follows:

"UPON MOTION duly made and carried, it was RESOLVED, as a special resolution, that Bylaws of the Society be altered by deleting the existing Bylaws 17(a) and (b) and replacing them with Bylaws 17(a) and (b) as follows:

"17(a) In the event of dissolution or winding up of the Association, all its remaining assets after payment liabilities shall be distributed to the British Columbia Association for Community Living OR some other charitable organization in British Columbia recognized under the provisions of the *Income Tax Act* and engaged in work on behalf of persons who are mentally handicapped. This provision was previously unalterable."

"17(b) The Society shall be carried on without purpose of gain for its members. No part of any income of the Society shall be payable to the members thereof and any profits or other accretions of the Society shall be used in promoting its objectives. This provision was previously unalterable.";

2. to file the Bylaw Alteration form with the Registrar of Companies to effect the First Bylaw Amendment;
3. to alter the Bylaws of the Society, altering the previously unalterable provisions upon receipt of approval (the "**Ministerial Approval**") from the Minister of Municipal Affairs and Housing (the "**Second Bylaw Amendment**") as follows:

"UPON MOTION duly made and carried, it was RESOLVED, as a special resolution, that upon receipt of approval from the Minister of Municipal Affairs and Housing the Bylaws of the Society be altered by deleting the Bylaws 17(a) and (b) as previously adopted by the First Bylaw Amendment and replacing them with Bylaws 17(a) and (b) as follows:

"17(a) On the winding up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall be paid, transferred or delivered to one or more qualified donees, within the meaning of the *Income Tax Act* as determined by the directors of the Society and having purposes similar to those of the Society. The Society will not alter or delete this bylaw without the prior written consent of the British Columbia Housing Management Commission."

“17(b) The Society shall be carried on without purpose of gain for its members. No part of any income of the Society shall be payable to or otherwise available for the personal benefit of the members thereof and any profits or other accretions of the Society shall be used in promoting its objectives.”;

4. to apply for Ministerial Approval with respect to the Second Bylaw Amendment and, upon receipt of the Ministerial Approval, to file the Bylaw Alteration form with the Registrar of Companies to effect the Second Bylaw Amendment; and
5. to transact such further or other business as may properly come before the meeting and any adjournment or adjournments thereof.

DATED at Vancouver, British Columbia this _____ day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

Per: _____
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