

CONDOMINIUM CORPORATION NO.2

BY-LAW NO.1

Be it enacted as a by-law of Whitehorse Condominium Corporation No: 2 (hereinafter referred to as the "corporation") as follows:

ARTICLE I

DEFINITIONS

The terms used herein shall have ascribed to them the definitions contained in The Condominium Ordinance, 1971, hereinafter called "The Ordinance ", and the declaration.

ARTICLE II

SEAL

The corporate seal of the corporation shall be in the form impressed hereon.

ARTICLE III

REGISTER

The corporation shall keep a register (hereinafter called "the register") respecting the property which shall note the name and address of the owner and mortgagee of each unit who have notified the corporation of their respective interests in the property. The address of each owner shall be the address of his unit and the address of each mortgagee shall be the address shown for him on his mortgage registered in the office the Registrar of Land Titles, for the Yukon Land Registration District, unless the corporation is given notice of a different address by such owner or mortgagee.

ARTICLE IV

MEETING OF MEMBERS

1. Annual Meeting: The annual meeting of the members shall be held at such place within the City of Whitehorse at such time and on such day in each year as the board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by The Ordinance and the by-laws of the corporation, to be read at and laid before the members at an annual meeting; electing directors;

appointing the auditor and fixing or authorizing the board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting. Not more than fifteen (15) months shall elapse between the dates of two successive annual general meetings. The first annual general meeting shall be called within three (3) months of the date of registration of the declaration or within thirty (30) days after fifty per cent (50%) of the units have been sold and transfers or deeds thereto have been registered, whichever of such times is earlier.

2. Special Meeting: The board shall have the power at any time to call a special meeting of the members of the corporation to be held at such time and at such place within the City of Whitehorse as may be determined by the board. The board shall also call such special meeting upon notice in writing of owners or mortgagees (or combination thereof) entitled to vote with respect to Twenty-Five (25%) per cent of the common elements within ten (10) days of giving of such notice. If the board does not within ten (10) days from the date of such notice call such meeting, which shall be held within fourteen (14) days from the date of the calling thereof, any of the owners or mortgagees who gave such notice may call such meeting which shall be held with thirty (30) day from the date of calling of such a meeting.

3. Notice: of the time and place of each annual, regular or special meeting shall be given not less than ten (10) days before the day of which the meeting is to be held, to the auditor of the corporation and to each owner and mortgagee who is entered on the register at the date of giving of such notice. The corporation shall not be obliged to give notice to any owner who has not notified the corporation that he has become an owner or to any mortgagee who has not notified the corporation that he has become a mortgagee and has been authorized or empowered in his mortgage to exercise the right of the mortgagor to vote. Notice of meetings as hereinbefore required shall have appended to it an agenda of matters to be considered at such meeting.

4. Reports: A copy of the Financial Statement and a copy of the Auditor's Report shall be furnished to every owner and mortgagee entered on the register. A copy of the Minutes of meetings of members and of the board, shall, with ten (10) days of the date of such meeting, be furnished to each such mortgagee who has requested the same.

5. Persons entitled to be present: The only persons entitled to attend a meeting of members shall be the owners and mortgagees entered on the register, and any others entitled to vote thereat and the auditor of the corporation and the directors and officers of the corporation and others who, although not entitled to vote, are entitled or required under the provisions of The Ordinance or the by-laws of the corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

6. Quorum: At any meeting of members, a quorum shall be constituted when persons entitled to vote and owning not less than thirty-three and one-third per cent (33-1/3%) of the common elements are present in person or represented by proxy at such meeting. If thirty (30) minutes after the time appointed for the holding of any meeting of

members, a quorum be not present, the meeting shall be dissolved and shall stand adjourned to the same time on the corresponding day of the next week, at such place within the said Municipality as the board shall determine. Notice of the time, day and place of the convening of such adjourned meeting shall be given not less than three (3) days prior to the convening of such meeting, and if thirty (30) minutes after the convening of such meeting a quorum be not present, those members who are present in person or by proxy and entitled to vote shall be deemed to be a quorum, and may transact all business which a full quorum might have done.

7. Right to Vote: At each meeting of members, every member shall be entitled to vote who is entered on the register as a owner or has given notice to the corporation in a form satisfactory to the Chairman of the meeting that he is an owner. If a unit has been mortgaged the person who mortgaged such unit (or his proxy) may nevertheless represent such unit at meetings and vote in respect thereof, unless in the instrument creating the mortgage he has expressly authorized or empowered the mortgagee to vote, in which case such mortgagee (or his proxy) may attend meetings and vote in respect of such unit upon filing with the Secretary of the meeting sufficient proof of the terms of such instrument or if such mortgagee has notified the corporation of his rights in accordance with paragraph 3 of this Article. Any dispute over the right to vote shall be resolved by the Chairman of the meeting upon such evidence as he may deem sufficient. The vote of each such owner or mortgagee shall be equal to the percentage of common interest of the unit as set out in the declaration and represented by such owner or mortgagee on a vote by ballot and shall be one vote per unit on a vote by show of hands.

8. Method of Voting: At any general or special meeting, any question shall be decided by a show of hands unless a poll is demanded, by a member present in person or by proxy, and unless a poll is so demanded a declaration by the Chairman that such question has by the show of hands been carried is prime facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such question, but a demand for a poll may be withdrawn; provided however, that voting for the election of directors shall be by ballot only.

9. Representatives: An executor, administrator, committee of a mentally incompetent person, guardian or trustee (and where a corporation acts in such capacity any person duly appointed a proxy for such corporation) upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the owner or mortgagee at all meetings of the members of the corporation and may vote in the same manner and to the same extent as such member. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of paragraph 10 of this Article shall apply.

10. Proxies: Every member of mortgages entitled to vote at meetings of members may by instrument in writing appoint a proxy, who need not be a member or mortgagee, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member or mortgagee were present at the meeting. The

instrument appointing a proxy shall be in writing signed by the appointer or his attorney authorized in writing. The instrument appointing a proxy shall be deposited with the Secretary of the meeting before any vote is cast under its authority.

11. Co-owners: If a unit or a mortgage on a unit is owned by two or more persons, any one of them present or represented by proxy may in the absence of the other or others vote, but if more than one of them are present or represented by proxy, they shall vote in the same way, failing which the vote for such unit shall not be counted.

12. Votes to govern: At all meetings of members every question shall, unless otherwise required by The Ordinance or the declaration or by-laws be decided by a majority of the votes as defined in paragraph 7 of this article, duly cast on the question.

ARTICLE V

THE CORPORATION

- 1) Duties of the corporation: The duties of the corporation shall include, but shall not be limited to the following:
 - a) operation, care, upkeep and maintenance of the common elements;
 - b) collection of the common element charges from the owners;
 - c) obtaining and maintaining insurance for the property as may be required by the declaration or by-laws;
 - d) repairing and restoring of the common elements in accordance with the provisions of The Ordinance, the declaration and by-laws;
 - e) Obtaining and maintaining fidelity bonds where obtainable, in such amounts as the board may deem reasonable, for such officers and directors or employees as are authorized to receive or disburse any funds on behalf of the corporation;
 - f) causing audits to be made after every year end and making auditors' statements available to the owners and mortgagees.
- 2) Powers of the corporation: The powers of the corporation shall include but shall not be limited to the following:
 - a) employment and dismissal of personnel necessary for the maintenance and operation of the common elements;
 - b) adoption and amendment of rules and regulations concerning the operation and use of the property;
 - c) employing a manager at a compensation to be determined by the board, to perform such duties and services as the board shall authorize, subject to ratification by a by-law of the corporation;
 - d) obtaining and maintaining fidelity bonds for any manager where deemed necessary by the board, and in such a manner as the board may deem reasonable;
 - e) investing reserves held by the corporation, provided that such investments shall be those permitted by the Trustee Ordinance, Revised Ordinances of Yukon,

1971, Chapter T-S and amendments thereto, and convertible into cash in not more than ninety (90) days;

- f) to settle, adjust, compromise or refer to arbitration any claim or claims which may be made upon or which may be asserted on behalf of the corporation;
- g) to borrow such amounts as in its discretion are necessary or desirable in order to protect, maintain, preserve or insure the due and continued operation of the property in accordance with the declaration and by-laws of the corporation and to secure any such debt by mortgage, pledge or charge of any asset owned by the corporation and to add the repayment of such loan to common expenses, subject to the individual approval of each such borrowing or loan by the unit owners at a meeting duly called for the purpose;
- h) to retain and hold any securities or other property, whether real or personal, which shall be received by the corporation, whether or not the same is authorized by any law, present or future for the investment of trust funds;
- i) to sell, convey, exchange, assign or otherwise deal with any real or personal property at any time owned by the corporation at such price, on such terms, and in such manner as the corporation in its sole discretion deems advisable and to do all things and execute all documents required to give effect to the foregoing;
- j) to lease any part or parts of the common elements except such over which any owner has the exclusive use as agent of the owners,

ARTICLE VI

BOARD OF DIRECTORS

- 1) The affairs of the corporation shall be managed by the board.
- 2) Quorum: Until changed by a by-law, the number of directors shall be five (5) of whom three (3) shall constitute a quorum for the transaction of business at any meeting of the board. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board being a minimum of three directors remains in office.
- 3) Qualifications: Each director shall be nineteen (19) or more years of age and need ☐ to be a member of the corporation.
- 4) Election and term: The directors of the corporation shall be elected in rotation and shall be eligible for re-election. At the first meeting of the members held to elect directors one (1) director shall be elected to hold office for a term of one (1) year; two (2) directors shall be elected to hold office for a term of two (2) years; and two (2) directors shall be elected to hold office for a term of three (3) years. Such directors may, however, continue to act until their successors are elected. If more than one (1) of such directors whose terms are not of equal duration shall resign from the board prior to the expiration of their respective terms, and shall be replaced

at a meeting of members called for that purpose, the director or directors receiving the greater votes shall complete the longest remaining terms of the resigning directors. At each annual meeting thereafter a number of directors equal to the number of directors retiring in such year shall be elected for a term of two (2) years.

- 5) Removal of directors and filling of vacancies: The members may by resolution passed by majority vote at a meeting of members called for such purpose remove any director before the expiration of his term of office. The members may elect a person in place of any director who has been removed, died or resigned for the remainder of his term, at any annual or special meeting.
- 6) Calling of meetings: Meetings of the board shall be held from time to time at such place and at such time and on such day as the President and a Vice-President who is a director or any two directors may determine, and the Secretary shall call meetings when directly authorized by the President or by the Vice-President who is a director or by any two directors. Notice of any meeting so called shall be given personally, by ordinary mail or telegraph to each director not less than forty-eight (48) hours (excluding any part of Sunday or of a holiday as defined by the Interpretation Act of Canada for the time being in force) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present and consent to the holding of such meeting or if those absent have waived notice of or otherwise signified in writing their consent to the holding of such meeting.
- 7) Regular meetings: The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing a place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 8) First meeting of new board: The board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which the directors of such board were elected, provided a quorum of directors be present.
- 9) Interest of directors in contracts: No director shall be disqualified by his office from contracting with the corporation nor shall any contract or arrangement entered into by or on behalf of the corporation with any director or any firm or corporation in which any director is in any way interested be avoided, nor shall any director so contracting or being so interested be liable to account to the corporation for any profit realized by any such contract or arrangement by reason of such director

holding such office or of the fiduciary relationship thereby established provided that the provisions of paragraph 10 of this Article VI are complied with.

- 10) Declaration of interest: It shall be the duty of every director of the corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the corporation to declare such interest and to refrain from voting in respect thereto; provided however, that such prohibition against voting shall not apply during such time as the Declarant who registered the declaration is represented on the board by one or more directors.
- 11) Protection of directors and officers: No director or officer of the corporation shall be liable for the acts, neglect or default of any other director or officer or for joining in any act for conformity or for any loss or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested or any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the corporation shall be deposited or for any loss occasioned by an error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonest or fraudulent act or acts.
- 12) Indemnity of directors and officers: Every director or officer of the corporation and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the corporation from and against:
 - a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;
 - b) all other costs, charges and expenses which he properly sustains or incurs in or about or in relation to the affairs thereof; except for dishonest or fraudulent act or acts.

ARTICLE VII

OFFICERS

- 1) Elected officers: At the first meeting of the board after each election of directors the board shall elect from among its members a President. In default of such elections the then incumbent, if a member of the board, shall hold office until his successor is

elected. A vacancy occurring from time to time in such office may be filled by the board from among its members.

- 2) Appointed officers: From time to time the board shall appoint a Secretary and may appoint one or more Vice-Presidents, a General Manager, a Treasurer and such other officers as the board may, determine, including one or more assistants to any of the officers so appointed. The officer so appointed may but need not be a member of the board. One person may hold more than one office and if the same person holds both the office of secretary and the office of treasurer he may be known as Secretary/Treasurer.
- 3) Term of office: In the absence of written agreement to the contrary the board may remove at its pleasure any officer of the corporation.
- 4) President: The President shall, when present, preside at all meetings of the members and of the board and shall be charged with the general supervision of the business and affairs of the corporation. Except when the board has appointed a General Manager or Managing Director, the President shall also have the powers and be charged with the duties of that office.
- 5) Vice-President: During the absence of the President his duties may be performed and his powers may be exercised by the Vice President, in order of seniority (as determined by the board) save that no Vice-President shall preside at a meeting of the board or at a meeting of members who is not qualified to attend the meeting as a director or member, as the case may be. If a Vice-President exercises any such duty or power the absence of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the board may-describe.
- 6) General Manager: The General Manager if one be appointed shall have the general management and direction subject to the authority of the board and the supervision of the President, of the corporation's business and affairs and the power to appoint and remove any and all employees and agents of the corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration.
- 7) Secretary: The Secretary shall give or cause to be given all notices required to be given to the members, directors, auditors, mortgagees and all others entitled thereto; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for the purpose minutes of all proceedings at such meetings; he shall be the custodian of all books, papers, records, documents

and other instruments belonging to the corporation and he shall perform such other duties as may from time to time be prescribed by the board.

- 8) Treasurer: The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the corporation and under the direction of the board shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the corporation; he shall render to the board at the meeting thereof or whenever required of him an account of all his transactions as Treasurer and of the financial position of the corporation; and he shall perform such other duties as may from time to time be prescribed by the board. The offices of Secretary and Treasurer may be combined.
- 9) Other officers: The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the board otherwise directs.
- 10) Agents and attorneys: The board shall have power from time to time to appoint agents or attorneys for the corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

ARTICLE VIII

BANKING ARRANGEMENTS & CONTRACTS

- 1) Banking arrangements: The banking business of the corporation or any part thereof shall be transacted with such bank or trust company as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the corporation's behalf by such one or more officers or other persons as the board may designate, direct or authorize from time to time by resolution and, to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the corporation's account, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders relating to any property of the corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the corporation's behalf to facilitate such banking business.
- 2) Execution of instruments: Deeds, transfers, assignments, contracts and obligations on behalf of the corporation may be signed by the President or a Vice-President together with the Secretary or any other director. Any contract or obligations within

the scope of any management agreement entered into by the corporation may be executed on behalf of the corporation in accordance with the provisions of such management agreement. Notwithstanding any provisions to the contrary contained in the by-laws of the corporation the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfer, contract or obligations of the corporation may or shall be Signed.

ARTICLE IX

FINANCIAL

Until otherwise ordered by the board, the financial year of the corporation shall end of the 31st day of December in each year or on such other day as the board by resolution may determine.

ARTICLE X

NOTICE

- 1) Method of giving notice by the corporation: Any notice, communication or other document, including budgets and notices of assessments required to be given or delivered by the corporation, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the address noted in the register, or if mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to him at such address or if sent by means of wire or wireless or any other form of transmitted or recorded communication, to such address. Any notice, communication or other document to be given by the corporation to any other person entitled to notice and who is not a member shall be given or delivered to such person in the manner aforesaid to the address shown for him on the register. Such notice, communication or document shall be deemed to have been given when it is delivered personally or delivered to the address aforesaid; provided that a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of wire or wireless or any other form or transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 2) Notice to the board or corporation: Any notice, communication or other document to be given to the board or corporation shall be sufficiently given if mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to it at the address for service of the corporation set out in the declaration. Any notice, communication or

document so mailed shall be deemed to have been given when deposited in a post office or public letter box.

- 3) Omissions and errors: The accidental omission to give any notice to anyone entitled thereto or the non-receipt of such notice or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE XI

A SSESSMENT AND COLLECTION OF COMMON EXPENSES

- 1) Duties of the board: All expenses, charges and costs of maintenance or replacement of the common elements and any other expenses, charges or costs which the board may incur or expend pursuant hereto shall be assessed by the board and levied against the owners in the proportions in which they are required to contribute to the common expenses as set forth in the declaration. The board shall from time to time and at least annually prepare a budget for the property and determine by estimate the amount of common expenses for the next ensuing fiscal year or remainder of the current fiscal year as the case may be. The board shall allocate and assess such common expenses as set out in the budget for such period among the owners, according to the proportion in which they are required to contribute to the common expenses as set forth in the declaration. In addition, the board shall provide in the annual budget a reserve fund for contingencies, working capital, deficits or replacements, which reserve fund shall be an asset of the corporation. The board shall advise all owners promptly in writing of the amount of common expenses payable by each of them respectively determined as aforesaid, and shall deliver copies of each budget on which such common expenses are based, to all owners and mortgagees entered on the register.
- 2) Owners' obligations: Each owner shall be obliged to pay to the corporation or as it may direct the amount of such assessment in equal monthly payments on the first day of each and every month next following delivery of such assessment until such time as a new assessment shall have been delivered to such owner.
- 3) Extraordinary expenditures: Extraordinary expenditures not contemplated in the foregoing budget and for which the board shall not have sufficient funds may be assessed at any time during the year in addition to the annual assessment, by the board serving notices of such further assessment on all owners which shall include a written statement setting out the reasons for extraordinary assessment, and such extraordinary assessment shall be payable by each owner within ten (10) days after the delivery thereof to such owner, or within such further period of time and in such installments as the board may determine.

- 4) Conveyance of unit: No owner shall be liable for the payment of any part of the common expenses assessed against his unit prior to a transfer by him of such unit but payable by him subsequent thereto, provided that he first gives notice of such assessment to the transferee of the unit.
- 5) Default in payment of assessment:
 - a) Arrears of payments required to be made under the provisions of this Article XI shall bear interest at the rate of Eighteen (18%) per cent per annum and shall be compounded monthly until paid.
 - b) In addition to any remedies or liens provided by The Ordinance, if any owner is in default in payment of an assessment levied against him, for a period of fifteen (15) days, the board may bring legal action for and on behalf of the corporation to enforce collection thereof and there shall be added to any amount found due all costs of such action including costs as between a solicitor and his own client.

ARTICLE XII

DEFAULT

- 1) Notice of unpaid common expenses: The board whenever so requested in writing by an owner or mortgagee entered on the register shall promptly report any then unpaid common expenses due from, or any other default by, any owner, and any common expenses assessed or other money claims by the corporation against any owner, which are thirty (30) days past due.
- 2) Notice of default: The board when giving notice of default in payment of common expenses or any other default to the owner of the unit, shall concurrently send a copy of such notice to each mortgagee of such unit, who is entered on the register, and who has requested that such notices be sent to him.

ARTICLE XI II

The rules and regulations attached hereto as Schedule "A" shall be observed by the owners and the term "owner" shall include the owner or any other person occupying the unit with the owner's approval. The board, subject to ratification by a by-law of the corporation may from time to time make such additional rules or regulations or vary and amend such rules and regulations respecting the use of common elements for the purpose of preventing unreasonable interference with the use and enjoyment of the units and common elements.

ARTICLE XIV

MISCELLANEOUS

- 1) Invalidity: The invalidity of any part of this by-law shall not impair or affect in any manner the validity and enforceability of effect of the balance thereof.
- 2) Gender: The use of the masculine gender in this by-law shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include plural wherever the context so requires.
- 3) Waiver: No restriction, condition, obligation or provision contained in this by-law shall be deemed to have been abrogated or waived by reason of any failure to enforce the same irrespective of the number of violations or breaches thereof which may occur.
- 4) Headings: The headings in the body of this by-law form no part the thereof but shall be deemed to be inserted for convenience of references only.

Whitehorse Condominium Corporation No. 2 hereby enacts the foregoing by-law by the vote of its sole member which owns 100% of the common elements.

DATED at Whitehorse, in the Yukon Territory this 26th day of August, 1982.

WHITEHORSE CONDOMINIUM CORPORATION NO. 2
by its sole member:
MALAMUTE SALOON LTD.



Per: