

**SPECIAL RESOLUTION OF THE MEMBERS**  
**OF**  
**WEST GROVE ESTATES HOMEOWNERS' ASSOCIATION**  
(the "Association")

Special Resolution No. 2017-01

**WHEREAS:**

1. The By-Laws of the Association require that a Director be elected at an AGM
2. The Members recognize that it is not clear in the By-Laws specifically as to when the Directors are elected to the Board.
3. The Members recognize that there is not a clear solution for the replacement of a Director (not including the President whose replacement is defined by Article 6.7) in the instance that a Director ceases to be a Director

**BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:**

Article 5.2 of the By-Laws is added as follows:

- 5.2 Directors shall be elected at the Annual General Meeting, and in the event such election is not by acclamation then such election shall be by vote in accordance with Article 8 hereof.

Article 5.7 of the By-Laws is added as follows:

- 5.7 If a Director resigns his position as Director or otherwise ceases to be a Director, the Board shall declare his office vacated and may appoint a successor to the Board in his place to hold office until the next Annual General Meeting.

Article 5.8 of the By-laws is added as follows:

- 5.8 If at any time and from time to time there are no Directors on the Board, any Member may, pursuant to the By-Laws, call a special meeting of the Association for the purposes of electing Members to the Board, and, if no election occurs at such special meeting such Member may appoint Directors (with consent of such Directors) from the Members of the Association to act as Directors of the Association.

Article 5.2 be renumbered to 5.3 and so on for each Article in numerical order

Article 5.6 be renumbered to 5.9 and so on for each Article in numerical order