

The Silver Star Resort Association (SSRA) dba Destination Silver Star (DSS) (the “Society”)
Certificate of Incorporation No. S-0072970 Special Resolution to Amend Bylaws
Notice Date: February 19, 2025

The Society will engage members in an online discussion on February 25th regarding proposed bylaw updates currently in review. This document outlines the current and proposed amendments and their rationale, as discussed over the past year with the board of directors and governance committee for member review. Members have an opportunity to please provide questions in advance with their online registration for this member engagement session. It is important to note that all feedback will be considered for a resolution at the March 13th annual general meeting.

Whereas the Board of Directors of the Society requires ratification of this proposal through a special resolution of not less than $\frac{3}{4}$ of the votes cast by such members of the SSRA as, being entitled so to do, vote in person or by proxy at a general meeting of the SSRA: of which 21 days’ notice specifying the intention to propose the resolution as a special resolution, has been duly given.

To ensure balanced, fair representation and a transparent, inclusive board of directors and operations.

The Silver Star Resort Association Bylaws state that a "special resolution" is passed by at least $\frac{3}{4}$ of the votes cast on the resolution. Whereas the Board of Directors of the Society has considered the Bylaws of the Society and recommends amendments to update the wording of the following sections:

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p>Part 1 : Interpretation</p> <p>1.1 "Home Based Business" means a commercial undertaking carried on for gain or profit which is accessory and subordinate to the principal residential use of the dwelling unit and such commercial undertaking provides goods or services to the SSRA community;</p> <p>"Hotel Lodging" means a facility comprised of one or more buildings, or more than one Resort Lot, which:</p> <ul style="list-style-type: none"> a) provides accommodation to the Public; and b) has the services on its premises of a front desk that is manned continuously at least 2 hours a day for more than 75 days in any consecutive 365-day period; 	<p>1.1 "Home Based Business" means a commercial undertaking carried on in a business-like manner with the intention of making profit which is accessory and subordinate to the principal residential use of the dwelling unit and such commercial undertaking provides goods or services to the SSRA community and visitors;</p> <p>"Hotel Lodging" and "Multi-Managed Property" means an individual or corporate entity managing 10 or more units or a facility comprised of one or more buildings, or more than one Resort Lot, which: provides accommodation to the Public; and has services such as a front desk or guest agent that is manned continuously at least 2 hours a day for more than 75 days in any consecutive 365-day period;</p> <p>Added Definition "Multi-Managed Property" means a property where an individual or corporate entity manages 10 or more units;</p>	<p>Fairness & Inclusivity</p> <p>Clarity & Transparency</p> <p>Added multi-managed property to ensure more equitable board representation & updated language as properties maintain front check in desks in resort currently.</p>

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p><u>PART 3: MEMBERSHIP</u></p> <p>3.6 A Person shall cease to be a member of the SSRA:</p> <p>a) in the case of members admitted pursuant to By-law 3.2:</p> <p>i. upon their written resignation as member;</p>	<p>3.6 A Person shall cease to be a member of the SSRA:</p> <p>a) in the case of members admitted pursuant to By-law 3.2:</p> <p>i. upon their written resignation as member who had previously applied for membership pursuant to By-law 3.2 and upon ceasing to meet one of the categories set-out therein;</p>	<p>Clarification</p> <p>Only members that apply (for example occupiers and non resident business owners, can resign unless it is related to a property sale which is bylaw 3.2)</p>

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p><u>PART 7. VOTES OF MEMBERS</u></p> <p>7.1 Subject to the provisions set forth in these By-laws and the <i>Societies Act</i>:</p>	<p>7.1 Subject to the provisions set forth in these By-laws (specifically including but not limited to voting for Directors as contemplated in Article 8) and the <i>Societies Act</i>:</p>	<p>Clarification</p>

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p><u>PART 8: DIRECTORS</u></p> <p>Subject to By-law 8.4 c), for the purpose of this Part 8 the following definitions shall apply:</p> <p>i. “Commercial Director” means a Director elected by the vote of all members of the SSRA who: are Commercial Owners; provided that:</p> <ol style="list-style-type: none"> 1. the Silver Star Mountain Operator shall not qualify to vote as a Commercial Owner for any Resort Lot of which the Silver Star Mountain Operator is the Owner; and 2. the Owner of any Resort Lot on which commercial activities are carried out under the management of the Silver Star Mountain Operator shall not be qualified to vote as Commercial Owner in respect to such Resort Lot; <p>B) are Non-Resident Business Owners;</p> <p>C) are Occupiers who have become members in their own right pursuant to By-law 3.1;</p> <p>i. a “Hotel Lodging Director” means a Director elected by those members of the SSRA who are Owners of a Hotel Lodging Resort Lot;</p>	<p>Subject to By-law 8.4 c), for the purpose of this Part 8 the following definitions shall apply:</p> <p>i. “Commercial Director” means a Director elected by the vote of all members of the SSRA who:</p> <p>A) are Commercial Owners; provided that:</p> <ol style="list-style-type: none"> 1. the Silver Star Mountain Operator shall not qualify to vote as a Commercial Owner for any Resort Lot of which the Silver Star Mountain Operator is the Owner; and 2. the Owner of any Resort Lot on which commercial activities are carried out under the management of the Silver Star Mountain Operator shall not be qualified to vote as Commercial Owner in respect to such Resort Lot; <p>B) are Non-Resident Business Owners;</p> <p>C) are Home Based Business Owners; or</p> <p>D) are Occupiers who have become members in their own right pursuant to By-law 3.1;</p> <p>i. a “Hotel Lodging Director” means a Director elected by those members of the SSRA who are Owners, or directors of a corporate Owner of a Hotel Lodging Resort Lot or Multi-Managed Property;</p>	<p>Fairness & Inclusivity</p> <p>To ensure representation across member segments</p>

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p>Part 13: OFFICERS</p> <p>13.10 No officer that also holds office as a Director shall receive any remuneration from the SSRA for services rendered as an officer but any expenses incurred by an officer on behalf of the SSRA may be reimbursed with the approval of the Board.</p>	<p>13.10 No officer that also holds office as a Director shall receive any remuneration from the SSRA for services rendered as an officer but any expenses incurred by an officer on behalf of the SSRA may be reimbursed with the pre-approval of the Board.</p>	<p>Clarification, Governance</p>

Current Bylaws (2020)	Proposed Amendment (Changes are highlighted)	Rationale
<p>PART 20: ASSESSMENTS PAYABLE BY MEMBERS</p> <p>20.2 The SSRA shall levy Assessments to its members, other than the Silver Star Mountain Operator, as follows:</p> <ul style="list-style-type: none"> a. All members who are Occupiers or a Tourism Agent of an Owner of a Resort Lot, and who are not Residential Tenants, shall be levied an Assessment of \$750 per year. b) All members who are Contributing Members shall be levied an Assessment of \$250 per year. c) All members who operate any number of Home Based Businesses shall each be levied an aggregate Assessment of \$750 per year. d) All members who are Non-Resident Business Owners shall be levied an Assessment of \$1,500 per year. 	<p>20.2 The SSRA shall levy Assessments to its members, other than the Silver Star Mountain Operator, as follows:</p> <ul style="list-style-type: none"> a. All members who are Occupiers or a Tourism Agent of an Owner of a Resort Lot, and who are not Residential Tenants, shall be levied an Assessment of \$750 per year. b. All members who are Contributing Members shall be levied an Assessment of \$250 per year. c. All members who operate any number of Home Based Businesses shall each be levied an aggregate Assessment of \$250 per year per business. d. All members who are Non-Resident Business Owners shall be levied an Assessment of no less than \$250 per year. 	<p>Fairness & Inclusivity</p> <p>All members receive positive benefit from DSS efforts. DSS does not have a municipal function to issue business licenses. Fee structure has been adjusted to be more equitable.</p> <p>The initial non resident assessment fee was likely set too high while DSS was in its initial building phase aiming to establish member value. This program will now be assessed as an affiliate member program based on scale.</p>

g) All members who are:

- a. Owners of a Residential Lodging Resort Lot; or
- b. Owners of a Hotel Lodging Resort Lot;

shall be levied an Assessment based on the number of Sleeping Rooms for rent of each Resort Lot that they are the Owner of as follows:

<u>Number of Sleeping Rooms</u>	<u>Annual Assessment</u>
One Sleeping Room	\$400
Two Sleeping Rooms	\$650
Three Sleeping Rooms or more	\$800

Provided that, such Assessment shall not be greater than \$1,000 for a member who is an Owner of a Residential Lodging Resort Lot and operates a Home-Based Business.

g. All members who are:

- a. Owners of a Residential Lodging Resort Lot; or
- b. Owners of a Hotel Lodging Resort Lot;

shall be levied an Assessment based on the number of Sleeping Rooms for rent of each Resort Lot that they are the Owner of as follows:

<u>Number of Sleeping Rooms</u>	<u>Annual Assessment</u>
One Sleeping Room	\$400
Two Sleeping Rooms	\$650
Three Sleeping Rooms or more	\$800

Provided that, such Assessment shall not be greater than \$1,000 for a member who is an Owner of a Residential Lodging Resort Lot and operates a Home-Based Business.

Such members in possession of a minimum one-year lease agreement in their residential or hotel lodging resort lot may apply for a reduced member fee of \$250 per year by filing an application with the SSRA at the time annual declarations of use are due.