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December 13, 2005

Steve Lee

Dear Mr. Lee:

Re: Kwantlen Student Association

We represent the Kwantlen Student Association.

We are instructed that on November 29, 2005 a group of students, including yourself, purported to conduct a special general meeting of the KSA, at which time the students attending voted to replace the by-laws of the society in their entirety. They also resolved to impeach 4 members of the incumbent Board of Directors, and appoint 8 new directors.

The *Society Act* permits the members of a society to require the directors to call a special general meeting. Members who do so are called "requisitionists". However, section 58 of the *Act* requires that at least 10% of the members of the society sign their names in support of the call for a special general meeting. Since there are about 18,000 members of the KSA, the signatures of about 1800 requisitionists would be required in order to force a special general meeting. We are instructed that there were, in fact, no more than about 350 members who signed a petition in support of the meeting. The meeting of November 29, 2005 was not therefore legally constituted. While the KSA bylaws provided that a special general meeting could be forced by as few as 250 members, that provision is of no force and effect insofar as it conflicts with the minimum figure of 10% in the *Society Act*.

Moreover, the *Society Act* requires that the incumbent directors, and not the requisitionists, be given the first opportunity to convene a special general meeting. It is only if the directors do not do so within 21 days that the requisitionists themselves may convene the meeting. Under the KSA Bylaws, the VP-External is the director designated to convene a special general meeting, and is given the final say in setting the time and date of the meeting.

In this case, we understand that the KSA directors were not given the opportunity to convene the meeting, and that you and the other requisitionists took it upon yourselves to do so. This again is a violation of the Act. The purpose of requiring that the directors be given the first opportunity to convene the meeting is to prevent a dissident group from organizing their own private meeting, and purporting to take control of a society. For this additional reason the meeting of November 29, 2005 was invalid, and nothing that took place on that occasion has any legal validity.

In view of this, we are writing to put you on notice that neither you nor any of the other individuals who were purportedly appointed to office at the special general meeting of November 29, 2005 have any legal authority to direct the affairs of the KSA, and in particular, no authority to enter into any contracts in the name of the society. This includes contracts of employment, and all other forms of contract. If you attempt to do so, and if liability results to the KSA, the society will take steps to have you held legally responsible for the consequences.

It will be obvious from the foregoing that the KSA directors who held office prior to November 29, 2005 will remain in office, and they do not recognize as legitimate any of the purported appointments made at the special general meeting.

Yours truly,
RUSH CRANE GUENTHER
PER:



DONALD G. CRANE

dgc/dl

cc: Kwantlen Student Association