

ISLAND PACIFIC SCHOOL

BYLAWS

PART 1 - INTERPRETATION

1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:

"address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

"Advisory Council" means the council appointed by the Board in accordance with these bylaws;

"appointed director" means a person appointed in accordance with these bylaws as an appointed director or appointed as a replacement director for an appointed director;

"Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

"Board resolution" means:

- (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or
- (ii) a resolution that has been submitted to all of the directors and consented to in writing by all of the directors who would have been entitled to vote on it in person at a meeting of the Board;

"bylaws" means the bylaws of the Society as filed in the Office of the Registrar;

"constitution" means the constitution of the Society as filed in the Office of the Registrar;

"directors" means only those persons who have become either appointed, elected, founding or replacement directors in accordance with these bylaws and have not ceased to be directors, and a "director" means any one of them;

"elected director" means a person elected as an elected director in accordance with these bylaws or elected or appointed as a replacement director for an elected director;

"founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;

"Income Tax Act" means the Income Tax Act R.S.C. 1985 (5th supp.) c.1 as amended from time to time;

"members" means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members, and a "member" means any one of them;

"Member's Moderator" means a person appointed as the Member's Moderator in accordance with these Bylaws;

"ordinary resolution" means:

- (i) a resolution passed at a general meeting of the Society by a simple majority of the votes

cast by those members entitled to vote in person or by proxy at such meeting; or

(ii) a resolution that has been submitted to all of the members and consented to in writing by 75% of the members who would have been entitled to vote in person or by proxy at a general meeting of the Society;

"Patron" means a person appointed by the Board to be a Patron of the Society;

"President" means a person elected to the office of President in accordance with these bylaws but such office holder may, with the approval of a Board resolution, use the title Chair, Chairperson, Chairwoman or Chairman in substitution for, or in addition to, the title "President";

"registered address" of a member or director means the address of that person as recorded in the register of members or the register of directors;

"Registrar" means the Registrar of Companies of the Province of British Columbia;

"Secretary" means a person elected to the office of Secretary in accordance with these bylaws;

"Society" means Island Pacific School;

"Society Act" means the Society Act R.S.B.C., 1996, c. 433, as amended from time to time;

"special resolution" means:

- (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote in person or by proxy at such meeting; or
- (ii) a resolution consented to in writing by every member who would have been entitled to vote in person or by proxy at a general meeting of the Society.

"Treasurer" means a person elected to the office of Treasurer in accordance with these bylaws.

1.2 The definitions contained in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution except where the wording of the definitions contained in the Society Act conflict with the wording of the definitions contained in these bylaws, and in such case, the wording of the definitions contained in these bylaws shall take precedence provided that the meaning thereof does not contravene the Society Act.

1.3 Words incorporating the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

PART 2 - MEMBERSHIP

2.1 Membership in the Society shall be restricted to the following persons:

1. all parents of children or persons in the role of parent of children currently registered at IPS;

2. alumni of Island Pacific School over age 19 who have consented to be members;
3. all former board members and school founders who have consented to be members;
4. all members of the Senior Advisory Council of Island Pacific School Society who have consented to be members; and
5. those persons that have been nominated by the board and admitted to membership by ordinary resolution at the annual general meeting and who have consented to become members.

In the absence of any determination establishing a specific term for members, a member shall continue as a member until ceasing to be a member pursuant to bylaws 2.4 and 2.5.

2.1 The amount of the membership dues shall be determined by the Board. In the absence of any determination of membership dues it shall be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount shall be deemed to be the annual membership dues in each succeeding membership year until such amount is changed.

2.2 A member may withdraw from the Society by delivering his or her resignation in writing to the Secretary of the Society or delivering it to the address of the Society.

2.3 A person shall immediately cease to be a member of the Society:

1. on the date that is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society or the effective date of the resignation stated therein; or

2. on his or her death; or

3. on dissolution, bankruptcy or receivership of the Society;

4. on the date that the child for whom he or she is a parent or person in the role of parent is no longer registered at IPS as a student.

2.4 A member may be removed by an ordinary resolution.

2.5 The membership of a person in the Society is not transferable.

2.6 All members shall be in good standing except a member who has failed to pay his or her current membership dues, or any other subscription or any debt due and owing by such member to the Society, and such member is not in good standing as long as the debt remains unpaid.

2.8 All members shall have the following rights in connection with membership:

1. the right to receive notice of all Society general meetings and extraordinary general meetings;

2. the right to vote to approve the financial statements at the Annual General Meeting of the IPS Society; to endorse the Board's selection of the auditor; and vote for directors as set out in these bylaws;

3. the right to receive a copy of the Society's constitution and its by-laws;

4. the right to make a proposal to the Board for matters properly within the purview of the Board;
and

5. the right to requisition a meeting of members pursuant to the requirements of the *Society Act*.

PART 3 - MEETINGS OF MEMBERS

3.1 The members shall appoint from among themselves a Members' Moderator who shall hold office until the close of the next annual general meeting; but if no successor is appointed, the person previously appointed as Members' Moderator continues to hold office until such time as a successor is appointed.

3.2 The Members' Moderator shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of members;
- (b) the keeping of minutes of all meetings of members; and
- (c) the maintenance of the register of members.

3.3 The Members' Moderator may be removed by an ordinary resolution.

3.4 The general meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Members' Moderator shall decide.

3.5 The Members' Moderator shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

3.6 Notice of a general meeting shall specify the place, the day and the hour of the meeting.

3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.8 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

3.9 Every general meeting other than an annual general meeting is an extraordinary general meeting.

3.10 The Members' Moderator may, whenever he or she thinks fit, convene an extraordinary general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business that is transacted at an annual general meeting, except:

- (i) the adoption of rules of order;
- (ii) consideration of the financial statements;
- (iii) consideration of the report of the directors;
- (iv) consideration of the report of the auditor;
- (v) the election or appointment of directors;
- (vi) the appointment of the Members' Moderator;
- (vii) the appointment of the auditor; and

(viii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors if the report was issued with the notice of the meeting.

4.2 Quorum at a general meeting or extraordinary general meeting is those members present at the meeting, where proper notice has been given of the meeting.

4.3 The Members' Moderator shall chair all general meetings; but if at any general meeting the Members' Moderator is not present within 15 minutes after the time appointed for the general meeting, or requests that he or she not chair that meeting, the members present may choose one of their number to chair that general meeting.

4.4 If a person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such meeting, he or she may preside as chair.

4.5 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.

4.7 Any issue at a general meeting which is not required by these bylaws or the Society Act to be decided by a special resolution shall be decided by an ordinary resolution.

4.8 A member in good standing is entitled to one vote.

4.9 A corporation, association or society which is a member may vote by its duly authorized representative who is entitled to speak and vote and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes in connection with any meeting of the Society. The chairman of a meeting shall be entitled to require any such representative to first produce a certified copy of a resolution of the board of directors or other governing body of the corporation appointing him as its representative.

4.10 A member chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

4.11 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting, unless proxy votes are to be recorded or if any two members present at the meeting make a request for a secret vote, a secret vote by written ballot shall be required.

4.12 Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the member appointing the proxy and the proxy has the written appointment at the meeting. However, a permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void. In the case of written proxy votes on specific issues such written proxy votes are also to be counted and added to the total of voices by hand or voice.

4.13 No resolution proposed at a general meeting need be seconded and the person chairing such a meeting may move or propose a resolution.

4.14 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the members and signed by a minimum of 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

4.15 A resolution in writing which is identified as a special resolution and has been signed by all the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the members and filed with the Registrar and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart and shall take effect on the date it is accepted by the Registrar.

PART 5 - DIRECTORS

5.1 The number of directors shall be six or other such number, not being less than six, as may be determined from time to time by special resolution.

5.2 Every director shall subscribe to and support the purposes of the Society. No person shall be a director of the Society unless duly elected or appointed a director in accordance with these bylaws and shall cease to be a director if notice of a change in directors is not filed with the Registrar of Companies in

compliance with the Society Act within 60 days of such election or appointment.

5.3 The persons whose names are listed in the List of First Directors filed with the Registrar at the time of incorporation shall be the founding directors and the term of each such founding director shall be deemed to terminate at the close of the first annual general meeting of the Society.

5.4 Elected directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.

5.5 The term of office of elected directors shall normally be three (3) years, and no more than one third of the board is to be elected in one year. However, the Board may determine that some or all vacant elected directors' positions shall have a term of a period of less than three years, the length of such term to be determined by the Board in its discretion, in order to maintain a staggered board. For purposes of calculating the duration of an elected director's term of office, the term shall be deemed to commence at the close of the annual general meeting in which the director was elected.

5.6 Elected directors may be elected to two consecutive terms but then must cease to be an elected director for at least one year before being eligible for re-election.

5.7 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.

5.8 No member shall vote for more directors than the number of vacant positions for elected directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

5.9 The members may, from time to time, appoint such additional directors, to be known as appointed directors, for such terms of office as determined by the members.

5.10 A person need not be a member of the Society to be eligible to be a director of the Society.

5.11 Every director shall retire from office at the close of the annual general meeting in the year in which his or her term expires.

5.12 The members may by ordinary resolution remove a director before the expiration of such director's term of office and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.13 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal as aforesaid, the Board may appoint a person as a replacement director to take the place of such director until the next annual general meeting.

5.14 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.

5.15 A person shall immediately cease to be a director of the Society:

(c) upon delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society; or

(d) upon his or her death; or

(e) upon the expiration of the term currently determined stipulating the length of time for which he or she is to serve as a director; or

(f) upon being removed as a director by the members.

5.16 Notwithstanding the foregoing bylaws, if no successor is elected or appointed to replace the person who otherwise would cease to be a director and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until such time as a successor director is elected or appointed.

5.17 A director may hold any office or place of profit in the Society (other than auditor) in conjunction with his or her office of director for the period and on such terms as the Board determines. Subject to the Society Act, no director shall be disqualified by such office from contracting with the Society.

5.18 To the extent possible, the directors shall advance the objectives of the Island Pacific School Governance Structure document

PART 6 - PROCEEDINGS OF THE BOARD

6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that 5 days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society.

6.2 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at a general meeting, or for the purposes of a meeting of the Board at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.

6.3 The President may at any time, and the Secretary, on the request of any two directors shall, convene a meeting of the Board.

6.4 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be one-third of the directors in office at the time when the meeting convenes; but in no instance may the number necessary for a quorum be less than two.

6.5 The President shall chair all meetings of the Board; but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting, or the President requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

6.6 If the person presiding as chair of a meeting of the Board wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.

6.7 No resolution proposed at a meeting of the Board must be seconded. The person chairing a meeting may move or propose a resolution.

6.8 Any issue at a meeting of the Board which is not required by these bylaws or the Society

Act to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.

6.9 A director chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.

6.10 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.

6.11 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be effective on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.12 A director who contemplates being or is temporarily absent from Canada may, by letter, facsimile, telegram or telex, send or deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than one year and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

- (a) no notice of meetings of the Board need be sent to that director; and
- (b) any and all meetings of the Board, notice of which has not been given to that director shall, if a quorum is present, be valid and effective.

PART 7 - PATRONS

7.1 The Board may appoint prominent persons and office holders to be Patrons of the Society.

7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board. Patrons shall not have the legal powers to direct the acts and operations of the Society and will not be acting in the capacity of directors of the Society.

PART 8 - ADVISORY COUNCIL

8.1 The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of each appointment.

8.2 The Board shall determine the size, composition and specific functions of the Advisory Council.

8.3 The Advisory Council shall not have the legal powers to direct the acts and operations of the Society and its members will not be acting in the capacity of directors of the Society.

8.4 The Advisory Council may hold meetings at such time and place as is determined by the Board and shall conform to any rules that may from time to time be imposed on it by the Board.

PART 9 - COMMITTEES

9.1 The Board may create such standing and special committees as may from time to time be required which may be in whole or in part composed of directors as the Board thinks fit. The Board may delegate any, but not all, of its power to such committees and any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

9.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.

9.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with the necessary alterations, by the rules set out in these bylaws governing proceedings of the Board.

PART 10 - DUTIES OF OFFICERS

10.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a President who shall hold office until the first meeting of the Board held after the next following annual general meeting. The President shall be responsible for chairing general meetings of the Board.

10.2 The Board shall appoint a Secretary and Treasurer and may, subject to Bylaw 10.3, appoint and remove such other officers of the Society as it deems necessary and determine the duties, responsibilities, term and remuneration, if any, of all officers.

10.3 A person may be removed as an officer by a Board resolution.

10.4 Should the President or any other officer for any reason not be able to complete his or her term, the Board shall elect or appoint a replacement without delay.

10.5 The duties of the president shall include:

1. to preside at all Board meetings;
2. to schedule regular and special meetings of the board;
3. to serve as principal liaison between management and Board by staying in regular contact with management between meetings and keeping the Board apprised of any important issues discussed with management ;
4. to serve *ex-officio* as a member of all committees and attend their meetings when invited;
5. to ensure that directors are aware of and fulfill their governance duties;
6. to ensure compliance with all applicable laws and by-laws;

7. to appoint members to board committees;
8. to play a leading role in fundraising activities;
9. to monitor financial planning and financial reports;
10. to formally evaluate the performance of the Head of School; and
11. to informally evaluate the effectiveness of Board members

10.6 The Secretary shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Board and Advisory Council;
- (b) the keeping of minutes of all meetings of the Board and Advisory Council;
- (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer or the Members' Moderator;
- (d) the custody of the common seal of the Society;
- (e) the maintenance of the register of directors; and
- (f) the conduct of the correspondence of the Society.

10.7 The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, including books of account, as are necessary to comply with the Society Act; and
- (b) the custody and control of the assets of the Society, including the implementation of the instructions of the Board as to the investment of the assets of the Society and the Society's banking transactions; and
- (c) the rendering of financial statements to the directors, members and others when required.

10.8 If the Secretary is absent from any meeting of the Board, the directors present shall appoint another person to act as secretary at that meeting.

10.9 A person may be appointed to two or more of the offices of the Society at any one time.

10.10 The Board may appoint and remove such other officers as it deems necessary and determine the duties, responsibilities, title, term, if any, of all officers.

10.11 Notwithstanding the foregoing bylaws, the Board may appoint a secretary of the Board to be responsible for the preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 11 - CHIEF EXECUTIVE OFFICER

11.1 The Board may select and appoint a chief executive officer of the Society, determine his or her title and set the terms of his or her duties, responsibilities and employment.

PART 12 - MANAGEMENT OF THE SOCIETY

12.1 The property and the affairs of the Society shall be managed by the Board.

12.2 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

12.3 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.

12.4 The Board may from time to time on behalf of and in the name of the Society:

- (a) raise and borrow money in such manner and amounts, on such security, or without security, from such sources and upon such terms and conditions as they think fit;
- (b) guarantee the repayment of money by any other person or corporation or the performance of any obligation of any other person or corporation; and
- (c) incur, or secure the payment or repayment of or the performance of, any indebtedness or obligation in such manner and upon such terms and conditions in all respects as the Board thinks fit, and, without limiting the generality of the foregoing, by the issue of bonds, notes, income bond, perpetual or redeemable debentures or any mortgage, charge or other security whether specific or floating, on the undertaking or on the whole or any part of the property and assets (both present and future) of the Society or indebtedness or other obligation of the Society, provided, however, that no debenture shall be issued by the Society without first being authorized by special resolution.

12.5 The Board on behalf of the Society may acquire, accept, solicit and receive, by purchase, lease, contract, donation, legacy, gift, grant, devise, bequest or otherwise, any kind of real or personal property, including without limitation shares in and securities of other corporations, licences, royalties, inventions, patents of invention, patent rights, copyrights, trade marks, formulae, processes, know-how and other industrial property and similar rights of all kinds; hold, use, control, manage, develop, sell, let, lease, license and otherwise deal with and dispose of, or hold as a trustee, all or any such property; and enter into, conduct and carry on agreements, trusts, contracts and undertakings in connection therewith or incidental thereto for the further attainment of the Society's purposes.

12.6 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits ("collectively referred to

herein as "assets") for the purpose of furthering the purposes of the Society. The Board may accept an asset which has a liability attached to it. The Board may postpone conversion and retain any assets in the form donated to the Society notwithstanding that such assets are not income producing and any asset so retained shall be an authorized investment for all purposes of the Society and a director shall not be liable for any loss resulting from such postponement and retention. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

12.7 The Society may invest and deal with the monies and assets of the Society not immediately required by the Society both inside and outside of Canada in such manner as the Board may from time to time determine. In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest, but may make any investments which in its opinion are prudent. In determining whether an investment is prudent, the Board may consider the extent to which an investment furthers purposes and funding of the Society in addition to issues of pure economic return. Subject to the provisions of the Society Act, a director shall not be liable for any loss which may result from any such investment.

12.8 The Board may invest in real and personal property, shares, bonds, debentures and other securities including mutual or other pooled investment funds and evidences of indebtedness and obligations issued or guaranteed by any individual or entity (regardless of any relationship which might exist between the individual or entity and the Society) and in evidences of any interest in respect of any such real and personal property, share, bonds debentures and other securities and evidence of indebtedness and obligations and the Board may invest and lend money at interest on the security of real or personal property or without security and may change or alter any investments, and while the Society is the holder or owner thereof the Board may, on behalf of the Society, exercise all rights, powers and privileges of ownership, including all voting rights, if any, with respect thereto. The Board shall be authorized to invest in "non-qualified investments" and "non-qualifying securities" as defined in the *Income Tax Act*.

12.9 The Society shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Society shall also have the power to enter into trust arrangements or contracts for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests, advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.

12.10 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

12.11 The Board shall be entitled, in its discretion, to hold and deposit the funds and other assets of the Society in one or more accounts, whether co-mingled with other funds and assets or not, in such manner as the Board in its discretion may determine from time to time.

12.12 The Board shall be entitled to retain, rely on the advice of and delegate powers and discretions to lawyers, accountants, financial advisors, investment advisors, agents and similar persons as they determine may be helpful to assist them in performing their duties and, without limitation, may delegate to an investment advisor any and all discretionary investment powers and in doing so shall not be liable.

12.13 The members may restrict the borrowing powers of the Board.

PART 13 - EXECUTION OF DOCUMENTS

13.1 The Board may provide a corporate seal for the Society, and shall provide for the custody of the seal with the Secretary or for a temporary period, when authorized by a Board resolution, with such other person as determined by the Board. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place.

13.2 The seal of the Society shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

13.3 Contracts, documents or any instruments in writing requiring the signature of the Society shall normally be signed by two officers or directors of the Society or such other number of officers or directors as may be determined from time to time by Board resolution. Further, the Board may from time to time by Board resolution appoint a person or persons, any of whom may not be a director or officer, to sign specific contracts, documents and instruments in writing.

PART 14 - AUDITOR

14.1 This Part applies only where the Society is required or has resolved to have an auditor.

14.2 The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

14.3 At each annual general meeting, the Society shall appoint an auditor to hold office until he or she is re-appointed or his or her successor is appointed at the next following annual general meeting.

14.4 An auditor may be removed by ordinary resolution.

14.5 An auditor shall be promptly informed in writing of his appointment or removal.

14.6 The auditor may attend general meetings.

PART 15 - NOTICES

15.1 Notice of a general meeting shall be given to:

(a) every person shown on the register of members as a member on the day the notice is given; and

(b) the auditor.

No other person is entitled to be given notice of a general meeting.

15.2 A notice may be given to a member or a director either personally (by delivery, electronic mail, facsimile, telegram or telex) or by first class mail posted to such person's registered address.

15.3 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by electronic mail, facsimile, telegram or telex shall be deemed to have been given on the day it was

so delivered or sent.

15.4 If a number of days notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given shall not, but the day on which the event for which notice is given shall, be counted in the number of days required.

PART 16 - MISCELLANEOUS

16.1 The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of meetings of the Board and Advisory Council shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the Board, the documents, including the books of account, of the Society shall be open to inspection of any member of the Society, not being a director.

16.2 Any meeting of the Society, Board, Advisory Council or any committee or group may also be held, or any members, directors or committee member may participate in any meeting of the Society, Board, Advisory Council or any committee in which he or she is entitled to participate, by conference call or similar communication equipment or device so long as all the directors, council or committee members or other persons participating in the meeting can hear and respond to one another. All such members, directors, council or committee members or other persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

16.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply with the necessary changes to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.

16.4 The Society shall have the right to subscribe to, become a member of and cooperate with any other society, foundation, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

16.5 Subject to an order of the Registrar pursuant to the Society Act stating that the Society is a "reporting society" as defined under the Society Act, the Society shall be deemed not to be a "reporting society".

16.6 The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

PART 17 - INDEMNIFICATION

17.1 Subject to the provisions of the Society Act, each director or officer of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortious conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.

17.2 Subject to the provisions of the Society Act, the Board is authorized from time to time to

give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.

17.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Society and upon all the members as though it had been approved, ratified and confirmed by every member of the Society.

17.4 Subject to the provisions of the Society Act, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such director or officer.

17.5 The Society shall, to the full extent permitted by the Society Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Society and his or her heirs and legal representatives.

17.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.

17.7 The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society on being elected or appointed shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

17.8 The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

17.9 The Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 18 - BYLAWS

18.1 These bylaws shall not be altered or added to except by special resolution.

DATED the day of , 2003

WITNESSES:

APPLICANTS FOR INCORPORATION:

Name:
Address:

Occupation:

Name: Richard Smith
Address: 1479 White Sails Road
Bowen Island, BC V0N 1G0
Occupation: Professor

Name:
Address:

Occupation:

Name: Elizabeth Ballantyne
Address: 274 Jason Road
Bowen Island, BC V0N 1G0
Occupation: Consultant

Name:
Address:

Occupation:

Name: Richard Osler
Address: 1731 Arbutus Point Road
Bowen Island, BC V0N 1G0
Occupation: Oil & Gas Analyst

Name:
Address:

Occupation:

Name: Doug Hooper
Address: 607 Collins Road
Bowen Island, BC V0N 1G0
Occupation: Businessman

Name:
Address:

Occupation:

Name: Terry Mills
Address: 6409 Rosebery Road
West Vancouver, BC V7W 2C5
Occupation: Information Technology Specialist