

**BY-LAWS  
of  
WHISTLER LEGACIES SOCIETY**

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**SOCIETY ACT**  
**BY-LAWS**  
**of**  
**WHISTLER LEGACIES SOCIETY**

**PART 1. - INTERPRETATION**

**1.1 Definitions**

In these By-laws and the constitution of the Society, unless the context otherwise requires:

- (a) **"address of the Society"** means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
- (b) **"Board"** means the directors acting as authorized by the constitution and these By-laws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (c) **"Board resolution"** means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those directors who are present and 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 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
- (d) **"By-laws"** means the By-laws of the Society as filed in the Office of the Registrar;
- (e) **"Chair"** means a person elected to the office of chair in accordance with these By-laws;
- (f) **"constitution"** means the constitution of the Society as filed in the Office of the Registrar;
- (g) **"directors"** means those persons who have become directors in accordance with these By-laws and have not ceased to be directors, and a "director" means any one of them;
- (h) **"Elected Official" or "Elected Officials"** means a member of Parliament, a member of a Legislative Assembly or Territory, or a councillor of a municipal government;

- (i) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c. 1 as amended from time to time;
- (j) **"members"** means the applicants for incorporation of the Society and those persons who have subsequently become members in accordance with these By-laws and, in either case, have not ceased to be members, and a "member" means any one of them;
- (k) **"Nominating Entities"** means the Government of British Columbia, the Resort Municipality of Whistler, the Canadian Olympic Committee, the Canadian Paralympic Committee, and the Vancouver Organizing Committee for the 2010 Olympic and Paralympic Winter Games, the Lil'wat First Nations and the Squamish First Nations and **"Nominating Entity"** means any one of them;
- (l) **"ordinary resolution"** means
  - (i) a resolution passed in a general meeting by the members of the Society by a simple majority of the votes cast in person at a general meeting, or
  - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Society;
- (m) **"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;
- (n) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (o) **"Society"** means the "Whistler Legacies Society";
- (p) **"Society Act"** means the *Society Act*, R.S.B.C. 1996, c. 433, as amended from time to time;
- (q) **"special resolution"** means:
  - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person at a general meeting,
    - (1) of which the notice that the By-laws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
    - (2) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or

- (ii) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person at a general meeting of the Society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the Society; and
- (r) "**Subscribing Members**" means the following persons: Elizabeth J. Harrison, Chelsea S. Thompson, Jonathan M. Calla, Brigham H. Jagger and Maggie Basa.

## **1.2 Society Act Definitions**

The definitions in the Society Act on the date these By-laws become effective apply to these By-laws and the constitution.

## **PART 2. - MEMBERSHIP**

### **2.1 Subscribing Members**

The Subscribing Members will be the subscribing members of the Society. Each of the Subscribing Members will serve until the conclusion of the first annual general meeting or until his or her resignation, whichever is earlier.

### **2.2 Composition of Membership**

By no later than March 31, 2007, and thereafter on or before the annual general meeting at which such member shall cease to be a member, each of the following Nominating Entities will appoint a person to be a member of the Society by appointment in writing and delivered to the Secretary:

- (a) one (1) member appointed by Her Majesty the Queen in Right of the Province of British Columbia;
- (b) one (1) member appointed by the Resort Municipality of Whistler;
- (c) one (1) member appointed by the Canadian Olympic Committee;
- (d) one (1) member appointed by the Canadian Paralympic Committee;
- (e) one (1) member appointed by the Vancouver Organizing Committee for the 2010 Olympic and Paralympic Winter Games;
- (f) one (1) member appointed by Council Resolution of the Band Council (as defined in the *Indian Act*) of the Mount Currie Indian Band, also known as the Lil'wat Nation; and
- (g) one (1) member appointed by Council Resolution of the Band Council (as defined in the *Indian Act*) of the Squamish Nation;

All appointments are renewable. Appointments may be revoked by notice in writing from the Nominating Entity to the Secretary.

Each person so appointed will become a member upon delivery of notice in writing of the appointment to the Secretary of the Society.

### **2.3 Service of Members**

Each person appointed pursuant to By-law 2.2 on or before March 31, 2007 will serve as a member until March 31, 2011, and thereafter each person appointed as a member pursuant to By-law 2.2 will serve as a member until the conclusion of the annual general meeting which is three years after the date that person became a member or until such appointment is revoked, whichever is earlier.

### **2.4 Neglect or Refusal to Appoint**

In the event that a Nominating Entity neglects or refuses to appoint a member in accordance with By-law 2.2 hereof, then the existing members may appoint a replacement member or if any Nominating Entity neglects or refuses to appoint a member and there shall be less than three members, then the existing members will appoint a replacement member or members so there are at least three members at all times. Each person so appointed will become a member upon notice in writing of his or her appointment to the Secretary of the Society. The term of any replacement member so appointed will begin at the close of the meeting of the members at which the appointment is made or at such other time as is specified in the resolution making the appointment and will end upon the date upon which the Nominating Entity appoints a member or upon the conclusion of the next annual general meeting, whichever is earlier.

### **2.5 Withdrawal of Nominating Entity**

In the event that a Nominating Entity seeks to withdraw from the affairs of the Society and to no longer have any entitlement to appoint a member, it will advise the Board in writing of the date of its withdrawal. If any Nominating Entity shall withdraw pursuant to By-law 2.5 these By-laws shall be automatically amended to delete any reference to the withdrawing Nominating Entity wherever the reference is included in these By-laws, without any further action of the members or the Board of Directors. Notwithstanding the foregoing, if by March 31, 2011 the Vancouver Organizing Committee for the 2010 Olympic and Paralympic Winter Games shall not have withdrawn as a Nominating Entity, it shall be deemed without any further action on its part to have withdrawn as a Nominating Entity on that date and By-law 2.2 shall be deemed amended accordingly.

### **2.6 Cessation of Membership**

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

- (a) upon the date such member's appointment is revoked by the member's Nominating Entity or the date specified in By-law 2.3 or the date of the annual general meeting which is three years after his or her appointment as a member concludes, whichever is earlier;



- (b) if appointed by a Nominating Entity which has given notice of its intention to withdraw from the affairs of the Society pursuant to By-law 2.4, upon the date of such Nominating Entity's withdrawal;
- (c) upon the date which 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 and the effective date of the resignation stated thereon; or
- (d) upon his or her death.

If a person shall cease to be a member by reason of the revocation of his or her appointment or by his or her resignation, the Nominating Entity may, by notice in writing to the Secretary, designate another person to be a member. Such person shall be a member from the date of delivery of the notice of appointment to the Secretary until the end of the term of the person that member is replacing subject to the foregoing provisions of Section 2.6.

#### **2.7 Dues**

There will be no annual membership dues.

#### **2.8 Standing of Members**

All members are deemed to be in good standing.

#### **2.9 Non-Transferable**

Membership is non-transferable.

#### **2.10 Compliance with By-laws**

Every member will uphold the constitution and comply with these By-laws.

#### **2.11 No Elected Officials or Senators**

Elected Officials and members of The Senate of Canada are not eligible to become members or directors.

#### **2.12 No Member or Director of 2010 Operating Trust Society**

Members or directors of the 2010 Operating Trust Society are not eligible to become members or directors.

#### **2.13 Former Elected Official of Canada and Federal Public Servants**

Any former Elected Official of Canada or public servant employed in the public service of Canada who has applied to be a member of the Society must confirm in writing to the Board that he or she is in compliance with the Values and Ethics Code for the Public Service or the Conflict of Interest and Post-Employment Code for Public Office Holders, as applicable.

### **PART 3. - MEETINGS OF MEMBERS**

#### **3.1 Time and Place of General Meetings**

The general meetings of the Society will be held at such time and place, in accordance with the Society Act, as the Board shall decide.

#### **3.2 Extraordinary General Meeting**

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

#### **3.3 Calling of Extraordinary General Meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting.

#### **3.4 Notice of General Meeting**

The Society will give not less than 14 days written notice of a general meeting to all members; but the members may waive or reduce the period for a particular meeting by unanimous consent in writing.

#### **3.5 Contents of Notice**

Notice of a general meeting will specify the place, the day and the hour of the meeting and, if any special business is to be transacted at the meeting, the general nature of that special business.

#### **3.6 Omission of Notice**

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

#### **3.7 Annual General Meetings**

The first annual general meeting of the Society will be held not more than 15 months after the date of incorporation, and thereafter an annual general meeting will 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.

### **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

#### **4.1 Special Business**

Special business is:

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

- (i) the adoption of rules of order (if any);
- (ii) consideration of the financial statements;
- (iii) consideration of the report of the directors;
- (iv) consideration of the report of the auditor, and
- (v) such other business that, under these By-laws 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 Requirement of Quorum**

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

#### **4.3 Loss of Quorum**

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.4 Quorum**

A quorum at a general meeting is a majority of the members of the Society unless there are 6 or more members and the general meeting is to consider a matter which requires a special resolution, in which case, a quorum is 5.

#### **4.5 Lack of Quorum**

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, will be terminated; but in any other case, it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the general meeting, the members present will constitute a quorum.

#### **4.6 Chair**

The Chair of the Society will, subject to a Board resolution appointing another member, chair all general meetings; but if at any general meeting the Chair, or such other member appointed by Board resolution, 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 numbers to chair that general meeting.

#### **4.7 Alternate Chair**

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 another member to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the members present at such general meeting, he or she may preside as chair.

#### **4.8 Adjournment**

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

#### **4.9 Notice of Adjournment**

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 will be given as in the case of the original meeting.

#### **4.10 Motions at Meetings**

No resolutions proposed at a general meeting need be seconded. The Chair at a general meeting may move or second a resolution.

#### **4.11 Ordinary Resolution Sufficient**

Any issue at a general meeting which is not required by these By-laws or the Society Act to be decided by a special resolution will be decided by an ordinary resolution.

#### **4.12 Entitlement to Vote**

A member in good standing is entitled to one vote.

#### **4.13 Casting Vote**

The person chairing a general meeting is not prevented from voting upon any proposed resolution. If the person chairing a general meeting does vote upon a proposed resolution and the result is a tie, the resolution being voted on will fail. For greater clarity, the person chairing a general meeting is not entitled to a second vote on the same resolution to break a tie.

#### **4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot**

Voting will be by show of hands or voice vote recorded by the secretary of the meeting; except that, at the request of any two members present at the meeting, a secret vote by written ballot will be required.

#### **4.15 Voting by Proxy**

Voting by proxy is not permitted.

#### **4.16 Copy of Special Resolution to be filed with the Registrar**

A copy of any special resolution passed in accordance with the By-laws will be filed with the Registrar in the prescribed form and will not take effect until such copy is so filed.

### **PART 5. - DIRECTORS**

#### **5.1 Powers of Directors**

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 By-laws 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; and
- (b) these By-laws.

#### **5.2 Management of Property and Affairs**

The affairs of the Society will be managed or supervised by the Board.

#### **5.3 Members are Directors**

The members will be directors.

#### **5.4 Appointment of Additional Directors**

The members may, from time to time by special resolution, appoint up to three additional directors (and no more). Each person so appointed will become a director upon acceptance. The term of any additional director so appointed will begin at the time such appointment is made or at such other time as is specified in the resolution making the appointment and will end at the conclusion of the next annual general meeting.

#### **5.5 Directors Subscribe and Support Purposes**

Every director will subscribe to and support the purposes of the Society.

#### **5.6 Replacement of Directors**

Notwithstanding the foregoing By-laws, if a director ceases to hold office during his or her term for any reason and the number of directors is then less than three, the Board will appoint a person as a replacement director to take the place of such director until the next annual general meeting.

#### **5.7 Invalidation of Acts**

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

## **5.8 Cessation of Directors**

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

- (a) upon the date his or her membership appointment is terminated or he or she ceases to be a member;
- (b) upon the date which 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 and the effective date of the resignation stated therein; or
- (c) upon his or her death.

## **5.9 No Remuneration for Directors**

The directors will serve as such without remuneration except that any director who may also be an officer or employee of the Society shall not receive any remuneration for acting as a director but may be remunerated by the Society as an employee of the Society. A director may be reimbursed by the Society for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

## **5.10 Investment of Property and Standard of Care**

If the directors are required to invest funds of the Society, the directors may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes of the Society.

## **PART 6. - ALTERNATE DIRECTORS**

### **6.1 Appointment of Alternate Director**

Any director who is also a member (an "appointor"), may by notice in writing received by the Society appoint any person (an "appointee") who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present.

### **6.2 Notice of Meetings**

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

### **6.3 Alternate for More Than One Director Attending Meetings**

A person may be appointed as an alternate director by more than one director who are members, and an alternate director:

- (a) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;
- (b) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;
- (c) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity; and
- (d) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

#### **6.4 Consent Resolutions**

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

#### **6.5 Alternate Director Not an Agent**

Every alternate director is deemed not to be the agent of his or her appointor.

#### **6.6 Revocation of Appointment of Alternate Director**

An appointor may at any time, by notice in writing received by the Secretary, revoke the appointment of an alternate director appointed by him or her.

#### **6.7 Ceasing to be an Alternate Director**

The appointment of an alternate director ceases when:

- (a) his or her appointor ceases to be a director and is not promptly re-elected or re-appointed;
- (b) the alternate director dies;
- (c) the alternate director resigns as an alternate director by notice in writing provided to the Secretary;
- (d) the alternate director ceases to be qualified to act as a director; or
- (e) his or her appointor revokes the appointment of the alternate director.

## **6.8 Remuneration and Expenses of Alternate Director**

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director.

## **PART 7. - PROCEEDINGS OF THE BOARD**

### **7.1 Procedure of Meetings**

After the issuance of the certificate of incorporation, a meeting of the directors will be held at which the directors may:

- (a) appoint officers;
- (b) make banking arrangements;
- (c) appoint an auditor, if any, to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that not less than 48 hours notice of such meeting will be sent to each director, in the manner provided herein. However, no formal notice is 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.

### **7.2 Quorum**

The quorum at a Board meeting is comprised of a majority of the directors or such other quorum as determined by the Board.

### **7.3 Chair of Meetings**

The Chair of the Society will chair all meetings of the Board and all general meetings, subject as herein provided; but if at any Board meeting the Chair or such other person appointed by a Board resolution, is not present within 15 minutes after the time appointed for the meeting, or requests that he or she not chair that meeting, the directors present may choose one of their number to chair that meeting.

### **7.4 Alternate Chair**

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 another director 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.



## **7.5 Calling of Meetings**

The Chair of the Society acting alone or any two directors may at any time, and the Secretary at the request of the Chair or two directors will, convene a meeting of the Board.

## **7.6 Notice**

For the purposes of a meeting of the Board at which a director has been newly appointed, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be properly constituted.

## **7.7 Motions at Board Meetings**

No resolutions proposed at a meeting of the Board need be seconded. The Chair may move or second a motion at any Board meeting

## **7.8 Board Resolutions**

All matters coming before the Board for approval shall be approved by a simple majority vote.

## **7.9 Casting Vote**

The person chairing a meeting is not prevented from voting upon any proposed resolution. If the person chairing a meeting does vote upon a proposed resolution and the result is a tie, the resolution being voted on will fail. For greater clarity, the person chairing a meeting is not entitled to a second vote on the same resolution to break a tie.

## **7.10 Procedure for Voting**

Voting will be by show of hands or voice vote recorded by the Secretary of the meeting except that, at the request of any two directors, a secret vote by written ballot will be required.

## **7.11 Resolution in Writing**

A Board resolution in writing, being executed in the manner as set forth in these By-laws, 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 will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will 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.

## **PART 8. - COMMITTEES**

### **8.1 Delegation of Committees**

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors as it thinks fit.

## **8.2 Rules**

A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board, and will 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 may determine.

## **8.3 Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed mutatis mutandis by the rules set out in these By-laws governing proceedings of the Board.

## **8.4 Standing and Special Committees**

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed, and will have no powers except those specifically conferred by a Board resolution. 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 will automatically be dissolved.

## **PART 9. - APPOINTMENT AND DUTIES OF OFFICERS**

### **9.1 Appointment of Officers**

At the first meeting of the Board, the Board will appoint from among the directors a Chair together with such other officers (other than the chief executive officer) as are required in accordance with these By-laws who shall hold office until the first meeting of the Board held after the next following annual general meeting.

### **9.2 Appointment of Chief Executive Officer**

The members may, by special resolution, appoint a person to be the chief executive officer, determine the title for that person and determine the duties of the chief executive officer. The members may, by special resolution, remove any chief executive officer.

### **9.3 Secretary and Treasurer Required**

The Board will appoint a Secretary and a Treasurer and may appoint such other officers of the Society (other than the chief executive officer) as it deems necessary and determine the duties, responsibilities and term, if any, or in addition to those set forth herein, of all officers.

### **9.4 Removal of Officers**

A person may be removed as an officer (other than the chief executive officer) by a resolution passed at a meeting of the Board.

### **9.5 Replacement**

Should the Chair or any other officer (other than the chief executive officer) for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will appoint a replacement without delay.

### **9.6 Duties of Chair**

The Chair will preside at all meetings of the Society and of the directors and will supervise the other officers in the execution of their duties.

### **9.7 Duties of Secretary**

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and Board;
- (b) the keeping of minutes of all meetings of the Society and Board;
- (c) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (d) the maintenance of the register of members; and
- (e) the conduct of the correspondence of the Society.

### **9.8 Duties of Treasurer**

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns including books of account, as are necessary to comply with the Society Act and the Income Tax Act; and
- (b) the rendering of audited financial statements to the directors, members and others when required.

### **9.9 Other Officers**

The duties of any officers other than the Chair, the Secretary, the Treasurer and the chief executive officer shall be prescribed by the Board.

### **9.10 Absence of Secretary at Meeting**

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

### **9.11 Combination of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

## **PART 10. - SEAL**

### **10.1 No Seal**

The Society will not have a seal.

### **10.2 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

- (a) the Chair, together with the Secretary or the Treasurer, or
- (b) any two directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## **PART 11. - BORROWING AND MAJOR TRANSACTIONS**

### **11.1 Powers of Directors**

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 subject to By-laws 11.2 and 11.3.

### **11.2 Special Resolution Issue**

No debenture or mortgage will be issued without approval by a special resolution.

### **11.3 Restrictions on Borrowing Powers**

Subject to approval by a special resolution, the Board, from time to time, may borrow money on the credit of the Society.

### **11.4 Sale or Disposition of Assets**

For greater certainty, no sale, transfer or disposition of any assets of the Society which would have a materially adverse effect on the ability of the Society to carry on its purposes will be taken without approval by a special resolution.

## **PART 12. - AUDITOR**

### **12.1 Requirement**

The Society is required to have an auditor.

### **12.2 Appointment of Auditor**

The Board will, from time to time, appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed by the Board.

### **12.3 Removal of Auditor**

An auditor may be removed by a resolution of the Board.

### **12.4 Notice of Appointment**

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

### **12.5 Restrictions on Appointment**

No director or employee of the Society will be auditor.

### **12.6 Attendance at General Meetings**

The auditor may attend general meetings.

## **PART 13. - NOTICES**

### **13.1 Notice of General Meeting**

Notices of a general meeting will be given to:

- (a) members on the day the notice is given as provided in 3.4; and
- (b) the auditor.

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

### **13.2 Notices to Directors**

Notice of a meeting of the Board will be given to each director and alternate director and such notice shall be given not less than 48 hours before the date and time for the meeting.

### **13.3 Method of Giving Notice**

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

#### **13.4 When Notice Deemed to Have Been Received**

A notice sent by first class mail will 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 will 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 will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

#### **13.5 Days to be Counted in Notice**

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 will not, but the day on which the event for which notice is given shall, be counted in the number of days required.

### **PART 14. - FINANCIAL STATEMENTS AND REPORTING**

#### **14.1 Financial Statements**

The financial statements of the Society must be prepared in accordance with generally accepted accounting principles.

#### **14.2 Audit**

The financial statements of the Society must be audited.

#### **14.3 Reporting**

The Board must annually provide a copy of the audited financial statements and the report of the auditor to each of the Nominating Entities. Each of the Nominating Entities may make such information publicly available in such manner as each determines. The Board will annually cause the Society's audited financial statements to be made publicly available.

### **PART 15. - MISCELLANEOUS**

#### **15.1 Inspection of Records**

The members will from time to time determine whether and to what reasonable extent, 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 will be open to the inspection of members of the Society.

#### **15.2 Participation in Meetings**

Any meeting of the Society, the Board or any committee may also be held, or any member, director or committee member may participate in any meeting of the Society, the Board or any

committee, by telephone or video conference call or similar communication equipment so long as all the members, directors, alternate directors or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing By-laws, will be entitled to vote by a voice vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

### **15.3 Right to Become Member of any Entity**

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

### **15.4 Not a Reporting Society**

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 will be deemed not to be a "reporting society".

## **PART 16. - INDEMNIFICATION**

### **16.1 Indemnification of Directors and Officers**

Subject to the provisions of the Society Act, each director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonable incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director or officer of the Society.

### **16.2 Indemnification of Past Directors and Officers**

To the extent permitted by the Society Act, the Society will indemnify and hold harmless every person heretofore, now or hereafter serving as a director or officer of the Society and that person's heirs and personal representative.

### **16.3 Advancement of Expenses**

To the extent permitted by the Society Act, all costs, charges and expenses incurred by a director or officer 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 the recipient is entitled to indemnification hereunder.

### **16.4 Approval of Court and Term of Indemnification**

The Society will 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 each officer of the Society on

being appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

**16.5 Indemnification not Invalidated by Non-Compliance**

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 By-laws will not invalidate any indemnity to which he or she is entitled under this part.

**16.6 Purchase of Insurance**

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

**PART 17. - BY-LAWS**

**17.1 Entitlement of Members to copy of Constitution and By-laws**

On being admitted to membership, each member is entitled to and upon request the Society will provide him or her with a copy of the constitution and By-laws of the Society.

**17.2 Resolution required to Alter or Add to By-laws or Constitution**

The By-laws of the Society may be altered or added to by special resolution except that any amendment to the definition of Nominating Entities or By-law 2.2 (other than pursuant to By-law 2.5) shall require the unanimous approval of all of the members given at a general meeting or by consent in writing. Those portions of the Constitution that are alterable may not be altered, nor may the Constitution be added to, except by unanimous approval of all of the members given at a general meeting or by consent in writing.

DATED this 13<sup>th</sup> day of March, 2007.

Witness(es)

Nalani W.

(Signature)

Nalani Nagalingam

(Full Name)

#408 - 1045 Burnaby Street, Vancouver, BC  
(Resident Address) V6E 1N9

Applicants for Incorporation

Elizabeth J. Harrison

Elizabeth J. Harrison



Nalani N.  
(Signature)  
Nalani Nagalingam  
(Full Name)  
#408 - 1045 Burnaby Street, Vancouver, BC  
(Resident Address) V6E 1N9

Chelsea S. Thompson  
Chelsea S. Thompson

Nalani N.  
(Signature)  
Nalani Nagalingam  
(Full Name)  
#408 - 1045 Burnaby Street, Vancouver, BC  
(Resident Address) V6E 1N9

Jonathan M. Calla  
Jonathan M. Calla

Nalani N.  
(Signature)  
Nalani Nagalingam  
(Full Name)  
#408 - 1045 Burnaby Street, Vancouver, BC  
(Resident Address) V6E 1N9

Brigham H. Jagger  
Brigham H. Jagger

Nalani N.  
(Signature)  
Nalani Nagalingam  
(Full Name)  
#408 - 1045 Burnaby Street, Vancouver, BC  
(Resident Address) V6E 1N9

Maggie Basa  
Maggie Basa