



S-25748

Certificate

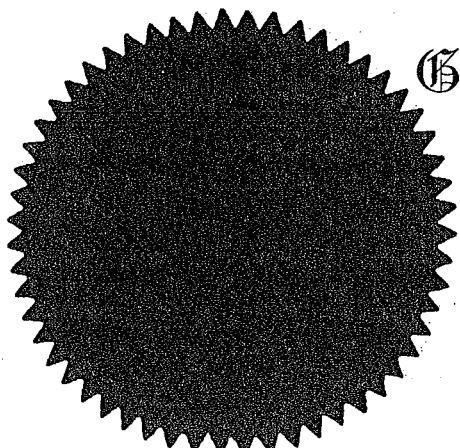
SOCIETY ACT

Canada

Province of British Columbia

I Hereby Certify that GAMBIER COMMUNITY CENTRE SOCIETY
has pursuant to the Society Act altered its purposes and
that its purposes now are:

- 2(a) To promote, foster, and develop community spirit and good citizenship;
- (b) To promote, acquire, and operate a community hall and centre;
- (c) To promote and provide educational, recreational, and athletic facilities and equipment for the use and benefit of children and citizens of the community;
- (d) To promote, encourage, and assist the educational, charitable, athletic community endeavours of the area;
- (e) To promote any activity that may conveniently or advantageously be combined with the existing purposes of the Society.



Given under my hand and seal of office at
Victoria, B.C., this first
day of May, one
thousand nine hundred and ninety

B. W. [Signature]
Assistant Deputy Registrar of Companies.

FORM 3
SOCIETY ACT

CONSTITUTION

1. The name of the society is Gambier Community Center Society.
2. The purposes of the society are:
 - (a) To promote, foster, and develop community spirit and good citizenship;
 - (b) To promote, acquire, and operate a community hall and centre;
 - (c) To promote and provide educational, recreational, and athletic facilities and equipment for the use and benefit of children and citizens of the community;
 - (d) To promote, encourage, and assist the educational, charitable, athletic community endeavours of the area.

Attached hereto as Schedule "A", in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.

Dated this 29 day of October, 1989.

HEREBY CERTIFY THAT THESE ARE
COPIES OF DOCUMENTS FILED WITH THE
REGISTRAR OF COMPANIES ON
MAY - 1 1990

Paul Webster
ASSISTANT DEPUTY REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

FORM 10
(Sections 66 and 67)

SOCIETIES ACT

Certificate of
Incorporation
No. S-25748

COPY OF RESOLUTION

The following is a copy of a special resolution passed in
accordance with the by-laws of the Society on the 15th day of
February, 1990.

Name of Society: GAMBIER COMMUNITY CENTRE SOCIETY

AMENDMENT TO CONSTITUTION:

RESOLVED AS A SPECIAL RESOLUTION THAT:

- (A). Under clause 2 of the constitution the following be added:
- "(e) To promote any activity that may conveniently or
advantageously be combined with the existing purposes of the
Society"
- (B). The following clauses be added to the constitution of the
Society:
- "3. The activities and purposes of the Society shall be
carried on without purpose of gain for its Members and
any income, profits, or other accretions to the Society
shall be used in promoting the purposes of the Society.
4. In the event of the winding up or dissolution of the
Society, all the funds and assets of the Society
remaining after the payment or satisfaction of all
costs, charges, expenses, debts and liabilities of the
Society, including the remuneration (if any) of a
liquidator, and after payment to employees of the
Society of any arrears of salaries or wages, and after
the payment of any debts of the Society, shall be
given, transferred and distributed to such
organizations that are registered charities pursuant to
the provisions of the Income Tax Act that shall be
designated by the Members of the Society at the time of
the winding up or dissolution of the Society and if
effect cannot be given to the aforesaid provisions,
such funds shall be given, transferred, and distributed
to such organizations that are determined by the
Members of the Society to be registered charities
pursuant to the provisions of the Income Tax Act which
have purposes similar to those of the Society.
5. Paragraphs 3 & 4 of the Constitution are unalterable in
accordance with Section 22 of the Society Act."

Dated the 23rd day of March, 1990.

(Signature) *[Signature]*

Solicitor

(Relationship to company)

Schedule "A" to
Form 3

SOCIETY ACT

BY-LAWS OF THE *(1)

PART 1 - INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,

- (A) "directors" means the directors of the society for the time being;
- (B) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- (C) "registered address" of a member means his address as recorded in the register of members.
- (D) "ordinary resolution" means:
 - (i) a resolution passed in a general meeting by the members of the society by a simple majority of votes cast in person or, where proxies are allowed, by proxy;
 - (ii) a resolution that has been submitted to the members of the society and consented to in writing by seventy-five (75%) percent of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the society.
- (E) "special resolution" means:
 - (i) a resolution passed at a general meeting by a majority of not less than seventy-five (75%) percent of the votes of the those members of the society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy:
 - (a) of which the notice that the bylaws provide not being less than fourteen (14) days notice specifying the intention to propose

the resolution as a special resolution has been given or;

(b) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which not less than fourteen (14) days notice has been given;

(ii) a resolution consented to in writing by every member of the society who would have been entitled to vote on it in person or, where proxies are allowed, by proxy at a general meeting of the society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the society.

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.

5. Every member shall uphold the constitution and comply with these bylaws.

6. The amount of the annual membership dues shall be determined by the directors of the Society and may be adjusted from time to time, but dues may be waived or adjusted for a member or members at the discretion of the directors.

7. A person shall cease to be a member of the society

(a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;

- (b) on his death or in the case of a corporation on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 12 consecutive months.

8. (1) A member may be expelled by a majority vote of the directors present at a meeting of the directors of the Society.

(2) Notice of the intention to conduct a vote for expulsion of a member shall be given to the member sought to be expelled and shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) A member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the directors' meeting before the the motion for expulsion is put to a vote.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

PART 3 - MEETING OF MEMBERS

10. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

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

12. The Directors may, when they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the

members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that 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.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

15. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except:
 - (i) the adoption of rules or order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall

be suspended until there is a quorum or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, 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 meeting, the members present constitute a quorum.

18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) 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.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of member is entitled to vote.

(2) Voting may be by show of hands.

(3) Voting by proxy is not permitted.

23. A corporate member may vote by its 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 with respect to a meeting of the society.

PART 5 - DIRECTORS AND OFFICERS

24. The affairs of the Society shall be managed by the directors, each of whom at the time of his election and throughout his term of office must be a member in good standing of the Society.

25. (1) The directors may exercise all the powers and do all the acts and things that 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 society in general meeting, but subject, nevertheless, to

(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.

(2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

26. The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the society.

27. The number of directors shall be 5 or a greater number determined from time to time at a general meeting.

28. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If successor directors are not elected the persons previously elected or appointed continue to hold office.

29. (1) The directors shall elect from their numbers a President, Vice-President, Secretary and Treasurer.

(2) The directors may elect from their numbers such other officers to perform duties to be defined by the directors as the needs of the Society require from time to time.

30. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.

31. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

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

32. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

33. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

PART 6 - PROCEEDINGS OF DIRECTORS

34. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors may choose one of their number to be chairman at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

35. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

36. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

37. The members of a committee may meet and adjourn as they think proper.

38. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed

director or directors for the meeting to be constituted, if a quorum of the directors is present.

39. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

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

40. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman shall not have a second or casting vote.

41. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

42. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 - DUTIES OF OFFICERS

43. (1) The president shall preside at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

44. The vice president shall carry out the duties of the president during his absence.

45. The secretary shall

- (a) conduct the correspondence of the society;

- (b) issue notices of meeting of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society; and
- (f) maintain the register of members.

46. The treasurer shall

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

47. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary/treasurer.

(2) When a secretary/treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 27.

48. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 - SEAL

49. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

50. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART 9 - BORROWING

51. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

52. No debenture shall be issued without the sanction of a special resolution.

53. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meetings.

PART 10 - AUDITOR

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

55. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

56. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

57. An auditor may be removed by ordinary resolution.

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

59. No director and no employee of the society shall be auditor.

60. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

61. A notice may be given to a member, either personally or by mail to him at his registered address.

62. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is

sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

63. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 13 - BYLAWS

64. On being admitted to membership, each member is entitled to and the society shall give him on request, without charge, a copy of the constitution and bylaws of the society.

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

DATED: *(3).

Witnessed by:
(full name, address)

Applicants for Incorporation:
(full name, address, occupation)

Irene Medforth.
Signature
Irene Medforth
Name
RR#3 Gibsons B.C.
Resident Address
Retired.
Occupation

W. L. Wescott
Signature
*(4) W^m L. WESCOTT
Name
R.R. #3
*(4a) Gibsons, B.C. VONIVO
Resident Address
*(4b) Retired
Occupation

Irene Medforth
Signature
IRENE MEDFORTH
Name
RR 3 GIBSONS B.C.
Resident Address
RETIRED
Occupation

Irene Medforth
Signature
IRENE MEDFORTH
Name
RR 3 Gibsons, B.C.
Resident Address
1
Resident Address
Retired
Occupation

Irene Medforth
Signature
Irene Medforth
Name
RR 3 GIBSONS B.C.
Resident Address
Retired
Occupation

Richard J. Potter
Signature
*(5) Richard J. Potter
Name
RR #3
Name
*(5a) Gibsons B.C. VONIVO.
Resident Address
*(5b) Self-Employed
Occupation

Irene Medforth
Signature
*(6) T W Medforth
Name
*(6a) R.R. # 3 Gibsons VONIVO
Resident Address
*(6b) Retired
Occupation

Clifford G. Burton
Signature
*(7) Clifford G. Burton
Name
*(7a) RR #3 GIBSONS BC VONIVO
Resident Address
*(7b) RETIRED
Occupation

Irene Medforth.
Signature

Irene Medforth.
Name

RR#3 GIBSONS B.C.
Resident Address

Retired
Occupation

Brian L. Anthony
Signature

*(8) BRIAN L. ANTHONY
Name

*(8a) RR3 GIBSONS VONIVO
Resident Address

*(8b) RETIRED.
Occupation

