

Bylaws of the Central Interior Support Society (the "Society")

1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society (as hereinafter defined);

"**Bylaws**" means these Bylaws as altered from time to time;

"**Code of Conduct**" means the code of conduct expected of Members and accepted by applicants for membership, as amended from time to time by the Society;

"**Director(s)**" means the Post-Transition Director as hereinafter defined and any other directors that may be appointed by the Post-Transition Director in accordance with the Act and these Bylaws; and

"**Post-Transition Director**" means Kevin Raymond Demers.

Definitions in Act apply

The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Number and Gender

In these Bylaws, unless the context otherwise requires, words importing the singular include the plural and *vice versa*, words importing gender include all genders.

2 – MEMBERS

Membership

2.1 The members of the society are:

- (a) the applicants for incorporation of the society; and
- (b) those person who subsequently become members in accordance with the Bylaws, and in either case, have not ceased to be members (the "**Members**").

- 2.2** All Members of the Society have the right to vote and to receive notice of and attend all general meetings of the Society.

Application for membership

- 2.3** A person may apply to the Board for membership in the Society, and the person becomes a Member on the Board's acceptance of the application.
- 2.4** The Directors may in their absolute discretion, at any time, postpone, on the terms and conditions that they see fit, the consideration of all or some applications for membership.
- 2.5** The Directors may, by a majority of votes, accept or refuse an application for membership at their sole discretion with or without reasons.
- 2.6** An individual under the age of 19 years may not be admitted as a Member of the Society.
- 2.7** Each member shall inform the Secretary or his designate in writing of his up- to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.

Duties of Members

- 2.8** Every Member must uphold the constitution of the Society and must comply with these Bylaws and the Code of Conduct.

Amount of membership dues

- 2.9** The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.10** A Member is not in good standing if the Member fails to pay the Member's annual membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.11** A Member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a Member for the purpose of consenting to a resolution of the Members .

Termination of membership and discipline of Members

- 2.12** A person's membership in the Society is terminated when;
- (a) the person is not in good standing for 30 days;

- (b) the person resigns by mailing or delivering his or her resignation in writing to the address of the Society;
- (c) the person is expelled in accordance with paragraph 2.14; or
- (d) the person dies.

2.13 A Member may be disciplined by a decision of the Board.

2.14 A Member may be expelled by special resolution or by a decision of the Board.

2.15 Before a Member of the Society is disciplined or expelled by a decision of the Board, the Board must send to the Member written notice of the proposed discipline or expulsion, including reasons, and give the Member a reasonable opportunity to make representations to the Board respecting the proposed discipline or expulsion.

2.16 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion and the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at the meeting before the special resolution is put to a vote.

3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place in accordance with the Act as the Directors determine.

Notice of general meeting

3.2 A notice, including notice of general meeting, may be given to a Member, either personally, by mail to the Member at the Member's registered address, by fax or by email to the Member at the fax or email address given by the Member to the Society.

3.3 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is sent, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

3.4 A notice delivered personally, sent by email or fax shall be deemed to have been given on the day on which the notice is delivered or sent by email or fax, and in proving that notice has been delivered by email or fax, it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.

3.5 Pursuant to the provisions of section 77(2) of the Act, if the Society has more than 250 Members, a notice is deemed to have been sent if it has been sent to every Member of the Society who has provided an email address, by email to that email address, and is posted,

throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Society's website.

Proceedings at General Meetings

3.6 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) appointment of an auditor, if required; and
- (e) business arising out of a report of the Directors not requiring the passing of a special resolution.

Chair of general meeting

3.7 The following individual is entitled to preside as the chair of a general meeting:

- (a) the Post-Transition Director;
- (b) the individual, if any, appointed by the Post-Transition Director to preside as the chair;
- (c) if the Post-Transition Director or the individual appointed by the Post-Transition Director is unable to preside as the chair, the general meeting will be deemed to be adjourned on the same terms and as if it had been adjourned for lack of quorum pursuant to paragraph 3.10.

3.8 Business, other than the adjournment or termination of the meeting, must not be transacted at a general meeting unless a chair has been appointed in accordance with section 3.7 and a quorum is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is a total of three (3) Members (the "**Quorum**").

Lack of quorum at commencement of meeting

3.10 If, within 30 minutes from the time set for holding a general meeting, a Quorum is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a Quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.11** If, at any time during a general meeting, there ceases to be a Quorum present, business then in progress must be suspended until there is a Quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.12** The chair of a general meeting may adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.13** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

- 3.14** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Members except that if, before or after such a vote, 2 or more Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.15** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.16** Voting by proxy is not permitted.

Electronic Participation

- 3.17** Electronic participation at general meetings is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special

resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4 DIRECTORS

Number of directors on Board

- 4.1** As long as the Society is a Member-Funded Society pursuant to the Act, it must have no fewer than 1 and no more than 3 directors or such greater number of directors as determined by the Post-Transition Director.
- 4.2** If the Society ceases to be a Member-Funded Society, it must have no fewer than 3 directors but may have such greater number of directors as determined by the Post-Transition Director.

Appointment of Directors

- 4.3** The Post-Transition Director is a Director of the Society and shall continue to be a Director of the Society until he resigns his office or otherwise ceases to hold office in accordance with paragraph 4.5.
- 4.4** The Post-Transition Director will have the sole discretion to appoint additional directors, if any, and any additional directors shall be referred to as the directors at large ("**Directors at Large**").

Ceasing to be a Director

- 4.5** Subject to the provisions of the Act, the Post-Transition Director will only cease to be a director of the Society when:
- (a) the Post-Transition Director resigns by mailing or delivering his resignation in writing to the address of the Society;
 - (b) the Post-Transition Director ceases to be qualified to act as Director pursuant to the Act;
 - (c) the Post-Transition Director dies; or
 - (d) the Post-Transition Director is found by a court, in Canada or elsewhere, to be incapable of managing his own affairs.
- 4.6** A Directors at Large, if any, will, subject to the provisions of the Act, cease to be a Director of the Society when:
- (a) he or she resigns by mailing or delivering his or her resignation in writing to the address of the Society;
 - (b) he or she ceases to be qualified to act as a Director pursuant to the Act;

- (c) he or she is removed by the Post-Transition Director;
- (d) he or she dies; or
- (e) he or she is found by a court, in Canada or elsewhere, to be incapable of managing his own affairs.

Post-Transition Director may appoint replacement and fill casual vacancy on Board

- 4.7** If the Post-Transition Director resigns his office as Post-Transition Director or otherwise ceases to hold office as Post-Transition Director, the Post-Transition Director must appoint a new Post-Transition Director to take his place as Post-Transition Director.
- 4.8** If the Post-Transition Director is unwilling or unable due to death or incapacity to appoint a new Director to take his place as Post-Transition Director, the remaining Directors, if any, must appoint a replacement Director to take the place of the former Post-Transition Director.
- 4.9** If there is no replacement Director appointed under paragraphs 4.7 or 4.8 such that there would be no director in office, an individual may be empowered by the Members to:
- (a) call a general meeting for the election or appointment of Directors; and
 - (b) appoint a Director, to hold office until the vacancy is filled at that meeting,
- 4.10** The Post-Transition Director may, at any time, appoint a person as Director at Large to fill a vacancy that arises on the Board as a result of a Director at Large, if any, ceasing to be Director pursuant to paragraph 4.6
- 4.11** Any Director appointed to replace a Post-Transition Director pursuant to the provisions of paragraph 4.7 shall be considered a Post-Transition Director for the purposes of these Bylaws.
- 4.12** An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5 DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A Directors' meeting may be called by any Director.

Notice of directors' meeting

- 5.2** If there is more than one Director in office, at least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' meetings

- 5.4** Only a Post-Transition Director may chair a meeting of the Board unless the Post-Transition Director appoints another Director, if any, to act as chair.
- 5.5** The Post-Transition Director may regulate the Directors' meetings and proceedings as they see fit including the holding of meetings by telephone conference, Skype or other similar communication device.

Quorum of directors

- 5.6** The quorum for the transaction of business at a Directors' meeting is the attendance of the Post-Transition Director.
- 5.7** At all meetings of the Board every question shall be decided by the votes cast on the question by a majority of Directors.

6 BOARD POSITIONS AND COMMITTEES

Officers

- 6.1** The Board of Directors may, at the discretion of the Post-Transition Director, be comprised of the following officer positions:
- (a) President;
 - (b) Vice-President;
 - (c) Treasurer; and
 - (d) Secretary.
- 6.2** An Officer must be a Director and ceases to be an Officer when he or she ceases to be a Director.
- 6.3** The Post-Transition Director may, but is not required to, designate the offices of the Society, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society. Two or more offices may be held by the same person.

Committees

- 6.4** The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.

- 6.5** A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may, from time to time, be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.
- 6.6** Subject to directions of the Directors, the Committee shall determine its own procedure.
- 6.7** The members of a Committee may meet and adjourn as they think proper.

7 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1** A Director or officer may be remunerated for being or acting as a Director or officer and a Director or officer must be reimbursed for all expenses necessarily and reasonably incurred by the Director or officer while engaged in the affairs of the Society. The Society may also, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must only be signed on behalf of the Society by the Post-Transition Director or by one or more individuals authorized by the Post-Transition Director to sign the record on behalf of the Society.

8 INSPECTION OF RECORDS

Restriction of Inspection

- 8.1** A Member of the Society may, without charge, inspect the following records:
- (a) a record the Society is required to keep under section 20(1) of the Act;
 - (b) the portion of a record the Society is required to keep under sections 20(2)(a) and 20(2)(b) of the Act that evidences a disclosure by a director or senior manager of their interest described in sections 56(3)(a) or (b) or 62(3)(a) or (b) of the Act.

But a Member of the Society may not inspect any other record the Society is required to keep under section 20(2) of the Act.

- 8.2** Pursuant to section 24(4) of the Act, no person other than a Member or Director is permitted to inspect a record the Society is required to keep under section 20.
- 8.3** Notwithstanding the provisions of paragraphs 8.1 and 8.2, a director may, with a view to the best interests of the Society, consent to the disclosure of a record the Society is required to keep under section 20, other than the register of members.

- 8.4** As long as the Society is a Member-Funded Society, upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to 9899359 Canada Ltd.