



NUMBER: S-30957

**CERTIFICATE
OF
CHANGE OF NAME**
SOCIETY ACT

I Hereby Certify that

TIDES FOUNDATION

has this day changed its name to

TIDES CANADA FOUNDATION

*Issued under my hand at Victoria, British Columbia
on October 06, 2000*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



CERTIFICATE OF CHANGE IN CONSTITUTION

SOCIETY ACT

I Hereby Certify that TIDES FOUNDATION has changed its constitution by changing its purposes to the following:

2.

- (a) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property to such other organizations as are "qualified donees" under the provisions of the Income Tax Act which provide programs and services particularly with respect to the protection of the environment, the provision of assistance to poor and disenfranchised persons, and the support of education, social welfare and the arts.

*Issued under my hand and Seal of Office
at Victoria, British Columbia,
on July 6, 1999*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



Ministry of
Finance and
Corporate Relations
Corporate and
Personal Property
Registry

Form 10

SOCIETY ACT

COPY OF RESOLUTION

Certificate of
Incorporation No. S-30957

The following is a copy of a special resolution * passed ✓
 an ordinary resolution
 a directors' resolution

in accordance with the bylaws of the society on the 9th day of June, 1999: ✓


“RESOLVED as a special resolution, that the Constitution of the Foundation be altered by deleting paragraph 2.(a) in its entirety.

RESOLVED, as a special resolution, that the Constitution of the Foundation be altered by deleting paragraph 2.(b) in its entirety and replacing it with the following:

2.(a) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property to such other organizations as are “qualified donees” under the provisions of the *Income Tax Act* which provide programs and services particularly with respect to the protection of the environment, the provision of assistance to poor and disenfranchised persons, and the support of education, social welfare and the arts.”

DATED this 28th day of June, 1999.

TIDES FOUNDATION
(Name of Society)

Per: 
(Signature)

Solicitor
(Relationship to Society)

* tick one

FILED AND REGISTERED
JUL - 6 1999
DAT C 384553
REGISTRAR OF COMPANIES

ZFA/749948

CHANGE IN PURPOSES
EFFECTIVE
10 JUL 99
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\$ 50.00



NUMBER: S- 30957

CERTIFICATE OF CHANGE IN CONSTITUTION

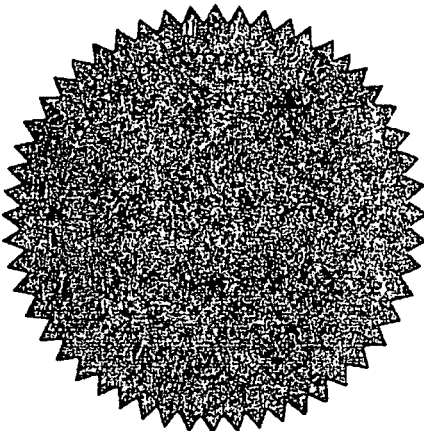
SOCIETY ACT

I Hereby Certify that TIDES FOUNDATION has changed its constitution by changing its purposes to the following:

2.

- (a) to fund, facilitate, promote and carry out activities and programs which are beneficial to the community as a whole in a way the law regards as charitable;
- (b) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Foundation, for such other organizations as are "qualified donees" under the provisions of the Income Tax Act and for such other purposes and activities as are authorized for registered charities under the provisions of the Income Tax Act.

*Issued under my hand and Seal of Office
at Victoria, British Columbia,
on February 22, 1999*



A handwritten signature in cursive script, reading 'J. Powell'.

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



Ministry of Finance and Corporate Relations

Corporate and Personal Property Registry

Form 10

SOCIETY ACT

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

FEB 22 1999

COPY OF RESOLUTION

25 *Howell*
JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

Certificate of
Incorporation No. S-30957

The following is a copy of a special resolution passed in accordance with the bylaws of Tides Foundation on the 5th day of February, 1999:

“RESOLVED, as a special resolution, that the Constitution of the Foundation be altered by deleting paragraph 2.(c) in its entirety.”

DATED this 17th day of February, 1999.

TIDES FOUNDATION

Per: *Ultmas*
(Signature)

sdicutal
(Relationship to Society)

NUMBER: S-30957



SOCIETY ACT

I HEREBY CERTIFY THE
WITHIN DOCUMENT TO BE
A TRUE AND CORRECT COPY
OF THE ORIGINAL OF WHICH
IT PURPORTS TO BE A COPY.
DATED AT VANCOUVER,
BRITISH COLUMBIA THIS

25 DAY OF November

19 93

Alfred Duell

A Notary Public in and for the
Province of British Columbia

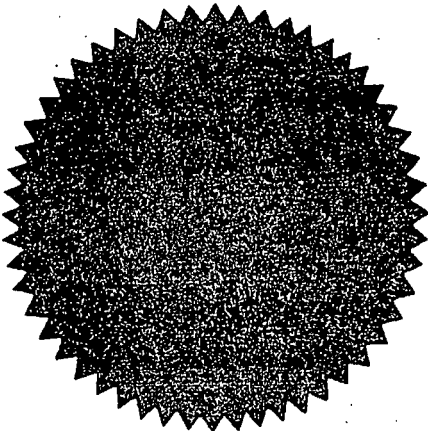
CANADA
PROVINCE OF BRITISH COLUMBIA

CERTIFICATE OF INCORPORATION

I Hereby Certify that
TIDES FOUNDATION

has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia
on August 25, 1993



John S. Powell

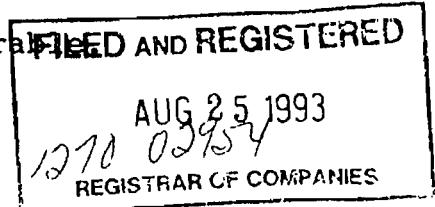
JOHN S. POWELL
Registrar of Companies

SOCIETY ACT
CONSTITUTION

of

TIDES FOUNDATION

1. The name of the society is TIDES FOUNDATION.
2. The purposes of the Foundation are:
 - (a) to fund, facilitate, promote and carry out activities and programs which are beneficial to the community as a whole in a way the law regards as charitable;
 - (b) to receive gifts, bequests, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the Foundation, for such other organizations as are "qualified donees" under the provisions of the Income Tax Act and for such other purposes and activities as are authorized for registered charities under the provisions of the Income Tax Act; and
 - (c) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Foundation.
3. The activities of the Foundation shall be carried on without purposes of gain for its members and any income, profits or other accretions to the Foundation shall be used in promoting the purposes of the Foundation.
4. Upon the winding-up or dissolution of the Foundation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the foundation of any arrears of salaries or wages, and after payment of any debts of the Foundation, shall be distributed to such charities, registered under the provisions of the Income Tax Act, or such "qualified donees" allowed under the Income Tax Act, as shall be designated by the board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the Income Tax Act carrying on work of a similar nature to such specific purposes.
5. Paragraphs 3, 4 and 5 are unalterable.



SOCIETY ACT
BYLAWS
of
TIDES FOUNDATION

I HEREBY CERTIFY THE
WITHIN DOCUMENT TO
A TRUE AND CORRECT COPY,
OF THE ORIGINAL OF WHICH
IT PURPORTS TO BE A COPY,
DATED AT VANCOUVER,
BRITISH COLUMBIA THIS

25 DAY OF November
19 93
W. McDonald

A Notary Public in and for the
Province of British Columbia

PART I - INTERPRETATION

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

- (a) "address of the Foundation" means the address of the Foundation as filed from time to time with the Registrar in the Notice of Address;
- (b) "Advisory Council" means the council appointed by the Board in accordance with these bylaws;
- (c) "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;
- (d) "Board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Foundation and exercising the powers of the Foundation;
- (e) "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;
- (f) "bylaws" means the bylaws of the Foundation as filed in the Office of the Registrar;
- (g) "constitution" means the constitution of the Foundation as filed in the Office of the Registrar;
- (h) "directors" means 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;

- (i) "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;
- (j) "Foundation" means TIDES FOUNDATION;
- (k) "founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of incorporation;
- (l) "Income Tax Act" means the Income Tax Act, S.C. 1970-71-72, c. 63 as amended from time to time;
- (m) "members" means the applicants for incorporation of the Foundation 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;
- (n) "ordinary resolution" means
 - (i) a resolution passed at a duly constituted general meeting of the Foundation by a simple majority of the votes cast by those members who are present and entitled to vote 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 on it at a general meeting of the Foundation;
- (o) "Patron" means a person appointed by the Board to be a Patron of the Foundation;
- (p) "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, Chairwoman, Chairman or Chairperson in substitution for, or in addition to, the title "President";
- (q) "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;
- (r) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (s) "Society Act" means the Society Act R.S.B.C. 1979, c. 390, as amended from time to time;
- (t) "special resolution" means:

- (i) a resolution passed at a duly constituted general meeting of the Foundation, of which notice has been given of the intention to propose the resolution as a special resolution, by a majority of not less than 75% of the votes cast by those members who are present and entitled to vote at such meeting; or
- (ii) a resolution consented to in writing by every member who would have been entitled to vote at a general meeting of the Foundation.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution.

PART II - MEMBERSHIP

2.1 Membership in the Foundation shall be restricted to the applicants for incorporation and to those persons whose application for admission as a member of the Foundation has been accepted by the President.

2.2 The President may determine, at any time, the term of membership of each person admitted as a member of the Foundation. In the absence of any determination establishing a specific term for a member, a member shall continue as a member until he or she ceases to be a member pursuant to bylaw 2.6.

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

2.4 All members shall be in good standing except a member who has had a notice mailed to his or her registered address to the effect that the President has determined that he or she has ceased to be in good standing.

2.5 A member may be expelled by an ordinary resolution or by the President delivering a notice pursuant to Bylaw 2.4.

2.6 A person shall immediately cease to be a member of the Foundation:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Foundation or to the address of the Foundation and the effective date of the resignation stated thereon; or
- (b) upon his or her death; or
- (c) upon being expelled as provided for in Bylaw 2.5.

2.7 Notwithstanding Bylaw 2.6(b), a member in good standing may transfer his or her interest as a member in the Foundation upon his or her death by a testamentary disposition provided that his or her personal representative notifies the Secretary of the Foundation in writing of the transfer within one hundred and eighty days of the said member's death. The Foundation shall have no obligations to such prospective member until such written notification is received by the Foundation.

2.8 There shall be no annual membership dues.

PART III - MEETINGS OF MEMBERS

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

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

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

3.4 The Foundation 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 for a particular meeting by unanimous consent in writing.

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

3.6 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.

3.7 The first annual general meeting of the Foundation 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.

PART IV - 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 of directors;
- (vi) the appointment of the auditor; and
- (vii) 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 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 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 present or until the meeting is adjourned or terminated.

4.4 A quorum at a general meeting is the greater of one-third of the members or three persons.

4.5 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 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 meeting, the members present shall constitute a quorum.

4.6 The President of the Foundation shall, subject to a Board resolution appointing another person, chair all general meetings; but if at any general meeting the President, or such alternate 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 members present may choose one of their numbers to chair that meeting.

4.7 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 alternative, 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.

4.8 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.

4.9 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.

4.10 No resolutions proposed at a general meeting need be seconded.

4.11 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.

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

4.13 The person 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.

4.14 Voting shall 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 shall be required.

4.15 Voting by proxy is not permitted.

4.16 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 at a general meeting of the Foundation 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 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.

4.17 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 at a general meeting of the Foundation is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. 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 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.

4.18 A copy of any special resolution passed in accordance with the bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

PART V - DIRECTORS

5.1 The Board may exercise all such powers and do all such acts and things as the Foundation 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 Foundation;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Foundation in general meeting.

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

5.3 The property and the affairs of the Foundation shall be managed by the Board.

5.4 The number of directors shall be such number, not being less than three, as may be determined from time to time by ordinary resolution.

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

5.6 Elections for elected directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three (3) years. However the members may by resolution determine that some or all vacant elected directors' positions shall have a term of less than three years, the length of such term to be determined by the members in their discretion. 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 at which such director was elected. If, however, the director was elected at an extraordinary general meeting his or her term of office shall be deemed to have

commenced at the close of the annual general meeting next following such extraordinary general meeting.

5.7 Directors may be elected for consecutive terms.

5.8 In elections where there are more candidates than vacant positions for elected 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.

5.9 No member shall vote for more elected 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.

5.10 Notwithstanding any other bylaws, the persons whose names are listed in the List of First Directors filed with the Registrar shall be the founding directors of the Foundation and each shall continue as a director of the Foundation without a specific term until such time as he or she ceases to be a director in accordance with bylaw 5.18.

5.11 The members may appoint additional directors to be known as appointed directors and determine the term of each such appointed director. In the absence of any determination establishing a specific term for an appointed director, an appointed director shall continue as a director of the Foundation without a specific term until such time as he or she dies, resigns in writing or is removed by an ordinary resolution.

5.12 A person need not be a member of the Foundation to be eligible to be a director of the Foundation.

5.13 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which is or her term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director shall continue to hold office until such time as successor directors are elected or appointed.

5.14 Every director shall unreservedly subscribe to and support the purposes of the Foundation.

5.15 The members may by ordinary resolution remove any director at any time and may elect or appoint a person as a replacement director and determine the term of such replacement director.

5.16 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by ordinary resolution and the number of directors is then less than three, the Board may appoint a person as a

replacement director to take the place of such director until the next annual general meeting.

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

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

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Foundation or to the address of the Foundation and the effective date of the resignation stated therein; or
- (b) upon his or her death; or
- (c) upon being removed by an ordinary resolution.

5.19 A director may be remunerated for services rendered in his or her capacity as a director as determined by a Board resolution and a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.

5.20 A director may hold any office or place of profit in the Foundation (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 Foundation.

5.21 The Board shall have the power to make expenditures and loans, whether to a member or a director or to any other person and whether or not secured or interest-bearing for the purposes of furthering the purposes of the Foundation including its investment purposes. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Foundation for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Foundation, or assumed by the Foundation 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.

5.22 The Board shall take such steps as it deems necessary to enable the Foundation to receive donations, bequests, funds, property, trusts, contracts, agreements and benefits for the purpose of furthering the purposes of the Foundation. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract or property.

5.23 In investing the funds of the Foundation, 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 option are prudent. Subject to the provisions of the Society Act, a director shall not be liable for any loss which may result from any such investment.

PART VI - 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 five 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 Foundation.

6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two-thirds of the directors in office at the time when the meeting convenes.

6.3 The President of the Foundation shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the President or such alternate 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.

6.4 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.

6.5 The President may at any time convene a meeting of the Board.

6.6 For the purposes of the first meeting of the Board held immediately following the appointment or election of a director or directors at an annual or other 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.

6.7 No resolutions proposed at a meeting of the Board need be seconded.

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 The person 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 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.

6.12 A director who contemplates being or is absent from British Columbia may, by letter, facsimile, telegram or telex, send or deliver to the address of the Foundation 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 VII - PATRONS

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

7.2 The function and number of Patrons and the terms of each appointment shall be determined by the Board.

PART VIII - 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 and 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 Foundation.

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 IX - COMMITTEES

9.1 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.

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 directors may determine.

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

9.4 There may be an Executive Committee consisting of at least two directors.

9.5 Subject to the control of the Board, the Executive Committee shall have power to transact all business of the Foundation in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.

9.6 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purposes or purposes for which it is appointed, and shall 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 shall automatically be dissolved.

PART X - DUTIES OF OFFICERS

10.1 The members, by ordinary resolution, shall appoint from among the directors a President and determine the term of the

President and the terms under which he or she can be removed from office.

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

10.3 A person, other than the President, 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 a replacement without delay.

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

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

10.6 The Treasurer shall 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 financial statements to the directors, members and others when required.

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

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

10.9 Notwithstanding the foregoing bylaws, the Board may elect 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 XI - CHIEF EXECUTIVE OFFICER

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

PART XII - SEAL

12.1 The Board may provide a common seal for the Foundation and it shall have power from time to time to destroy a seal and substitute a new seal in its place.

12.2 The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two directors.

PART XIII - BORROWING

13.1 In order to carry out the purposes of the Foundation the Board may, on behalf of and in the name of the Foundation, 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.

13.2 No debenture shall be issued without the authorization of a special resolution.

13.3 The members may by ordinary resolution restrict the borrowing powers of the Board.

PART XIV - AUDITOR

14.1 This part applies only where the Foundation 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 Foundation shall appoint an auditor to hold office until he or she is reappointed or his or her successor is appointed at the next following annual general meeting in accordance with the procedures set out in the Society Act.

14.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the Society Act.

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

14.6 No director or employee of the Foundation shall be auditor.

14.7 The auditor may attend general meetings.

PART XV - NOTICES

15.1 Notices 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, 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 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 XVI - MISCELLANEOUS

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

Foundation shall not be open to inspection by any member of the Foundation not being a director.

16.2 Any meeting of the foundation, the Board, the Advisory Council or any committee may also be held, or any member, director or member of the Advisory Council or the committee may participate in any meeting of the Foundation, the Board, the Advisory Council or any committee, by conference call or similar communication equipment or device so long as all the members, directors, members of the Advisory Council or persons participating in the meeting can hear and respond to one another. All such members, directors, members of the Advisory Council or 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 mutatis mutandis 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 Foundation shall 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 Foundation's purposes.

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

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

16.7 The Foundation shall be deemed not to be a subsidiary of any other society or corporation.

PART XVII - INDEMNIFICATION

17.1 Subject to the provisions of the Society Act, each director or officer of the Foundation shall be indemnified by the Foundation 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 Foundation, 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 Foundation.

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 Foundation 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 Foundation 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 an ordinary resolution (unless any different or additional requirement is imposed by the Society Act or these bylaws) shall be as valid and as binding upon the Foundation and upon all the members as though it has been approved, ratified and confirmed by every member of the Foundation.

17.4 Subject to the provisions of the Society Act, no director or officer for the time being of the Foundation shall be liable for the acts, neglects or defaults of any other director or officer of the Foundation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Foundation 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 Foundation 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 Foundation 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 Foundation 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 Foundation 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 Foundation 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 Foundation, on being elected or appointed, shall be deemed to have contracted with the Foundation 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 Foundation 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 Foundation shall 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 XVIII - BYLAWS

18.1 On being admitted to membership, each member is entitled to and upon request the Foundation shall provide him or her with a copy of the constitution and bylaws of the Foundation.

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

DATED the 18th day of August, 1993.

WITNESSES:

APPLICANTS FOR INCORPORATION:

[Signature]
(Signature)

[Signature]
(Signature)

MICHAEL MARTIN
(Full Name)

DORIS NISHI
(Full Name)

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]
(Occupation)

[Redacted]
(Occupation)

Michael Martin
(Signature)

MICHAEL MARTIN
(Full Name)

(Occupation)

Loretta E. Wardlow
(Signature)

LORETTA WARDLOW
(Full Name)

(Occupation)

Michael Martin
(Signature)

MICHAEL MARTIN
(Full Name)

(Occupation)

Christine Robertson
(Signature)

CHRISTINE ROBERTSON
(Full Name)

(Occupation)

Michael Martin
(Signature)

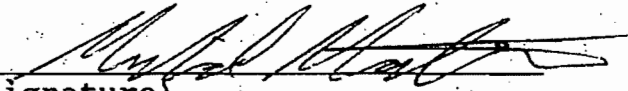
MICHAEL MARTIN
(Full Name)

(Occupation)

Jean Herbert
(Signature)

JEAN HERBERT
(Full Name)

(Occupation)



(Signature)

MICHAEL MARTIN
(Full Name)







(Occupation)


(Signature)

RUBY DISANJH
(Full Name)






(Occupation)