



NUMBER: S-47923

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

MUSQUEAM ECOSYSTEM CONSERVATION SOCIETY

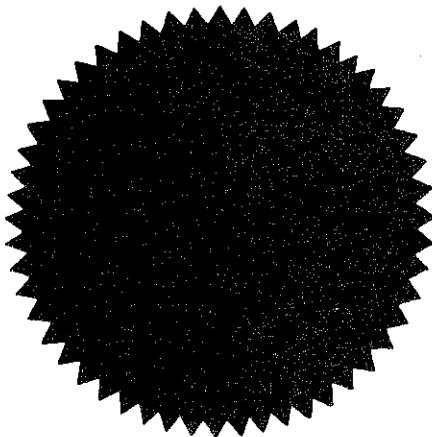
has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on August 04, 2004

A handwritten signature in black ink, appearing to read "J. Powell".

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





File Number: S-47923

MUSQUEAM ECOSYSTEM CONSERVATION SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on August 04, 2004

**JOHN S. POWELL
Registrar of Companies**

FORM 2

Society Act

CONSTITUTION

1. The name of the society is "Musqueam Ecosystem Conservation Society" (the "Society").
2. The purposes of the Society are:
 - a) To work through science and traditional ecological knowledge to conserve the full diversity of habitats and their species, within the greater Musqueam Ecosystem, now and for future generations.
 - b) To engage, provide leadership and coordinate local interest groups in the active protection and restoration of the greater Musqueam Ecosystem.
 - c) To engage Musqueam youth in the active stewardship of the greater Musqueam Ecosystem.
 - d) To raise funds for society administration, staff, public education and the implementation of ecological restoration projects.
 - e) To provide a forum from which members will actively forward the goals of the MECS .
3. The activities 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 its purposes. This paragraph is unalterable.
4. Upon the winding-up or dissolution of the Society, 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 Society of any arrears of salaries or wages, and after payment of any debts of the Society, 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. This paragraph is unalterable.

Bylaws

The bylaws of the society are those set out in Schedule B to the *Society Act*, with the following variations, deletions and additions:

1. The following definition clauses are added to clause 1(1):

"First Nation(s)" includes band(s) as defined in the *Indian Act*, R.S.C. 1985, c.I-5, as amended from time to time, including but not limited to the Musqueam Indian Band;

"Interest Group" includes the Musqueam Indian Band, the Parks Board of the City of Vancouver, BC Hydro, GVRD, Shaughnessy Golf & Country Club and such bodies corporate or unincorporated, including First Nations, and whose purposes include activities that have, or may have, a significant impact upon the ecosystem of the geographical area known as the "Musqueam Ecosystem" and who are designated as an Interest Group by the Board of Directors from time to time;

"Musqueam Ecosystem Interest Group Division" means those members of the society who are employed by, a member of, or associated with a Interest Group;

"Musqueam Ecosystem" includes the hydrological, geographical, and ecological area surrounding, encompassing, and including Musqueam Creek in the Province of British Columbia;

"Musqueam Ecosystem Friends Group" means those members of the society who are not employed by, a member of, or associated with a Interest Group;

2. Clauses 3 through 9 as set out in Schedule B to the *Society Act* are deleted, and

The following clauses are added as Clauses 3 through 8:

Part 2 — Membership

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

4 A person who supports the purposes of the society and is otherwise eligible for membership in the society may apply to the directors for membership in the society and on acceptance by the directors is a member.

5(1) Membership in the society is open to persons who support the purposes of the society and whose application for membership is accepted by the society;

(2) Those members of the society who are employed by, a member of, or associated with a Interest Group are entitled to be in a Musqueam Ecosystem Interest Group Division. Each Musqueam Ecosystem Interest Group Division is entitled to elect one person to sit on the Board of Directors. Such elections to the Board of Directors shall be confirmed annually at the annual general meeting.

(3) Those members of the society who are not employed by, a member of, or associated with a Interest Group are entitled to be in the Musqueam Ecosystem Friends Group. The Musqueam Ecosystem Friends Group is entitled to elect two persons to sit on the Board of Directors.

(4) Those members of the society who are members of the Musqueam Indian Band may nominate persons for the position of non-voting president of the society to be voted in by the general membership and elect one additional person to sit on the Board of Directors.

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

6 A person ceases to be a member of the society

- 1) by delivering their resignation in writing by mailing or delivering it to the address of the society,
- 2) on dissolution,
- 3) on being expelled, or
- 4) on having been a member not in good standing for 12 consecutive months.

7 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

8 All members are in good standing except a member who has failed to pay any subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

3. Clause 17 as set out in Schedule B to the *Society Act* is deleted, and

The following clause is added as Clause 17:

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, must be terminated, but in any other case, it must stand adjourned for a period of not less than 1 day, at the same 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.

4. Clauses 25 and 26 as set out in Schedule B to the *Society Act* are deleted and the following clauses are added as clauses 25 and 26:

25 (1) The president, vice president, secretary and treasurer are the officers of the society.

(2) The directors of the society are those persons appointed by the members of the society as provided by these Bylaws.

(3) The number of directors must be same as the number of Interest Groups plus the president and two directors elected by the Musqueam Ecosystem Friends Group.

(4) The president of the society may not vote at meetings of the board of directors and shall be a member of the Musqueam Indian Band who is elected by the members of the society to be president of the society.

26 (1) The directors must retire from office at each annual general meeting when the elections of their successors by the members are confirmed.

(2) The election(s) of a director(s) by those members of the society who are employed by, a member of, or associated with each Interest Group shall be confirmed annually at the annual general meeting.

(3) If a successor is not elected, the person previously elected by the members who are employed by, a member of, or associated with a Interest Group continues to hold office as a director.

5.8. The following clause is added as Clause 31(5):

31(5) The directors may meet by way of telephone or other electronic conference(s) and the minutes of all such meetings shall be confirmed by a majority of those directors who participated in the telephone or other electronic conference(s). ✓

6.8. The following clause is added as Clause 31(6):

31(6) Where the bylaws of the society are silent or where interpretation is required for the proper conduct of the meetings and business of the society, reference shall be made to Kerr & King, **Procedures for Meetings and Organization**; Carswell, Toronto, 1996 for determination of the issues or matters in question.

^{May}
Dated ~~March~~ 17, 2004 ✓

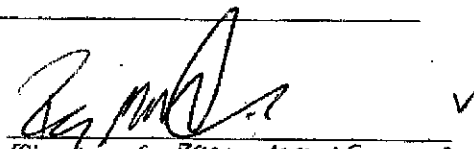
Witness(es)

Applicants for Incorporation


 ✓
[Signature of Witness]

Lawrence R. Fast
[Full Name of Witness]

161-6455 West Blvd.
[Resident Address of Witness]
Vancouver, BC

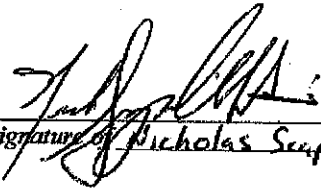
 ✓
[Signature of RYAN MATHISON]

4000 Stouffville Ave., VAN-BC.
[Resident Address] →


 ✓
[Signature of Witness]

Kathleen Shield
[Full Name of Witness]

301-1010 Gilford St. Vancouver
[Resident Address of Witness]


2.  ✓
[Signature of Nicholas Scapillati]

301-1010 Gilford St., Vancouver
[Resident Address]

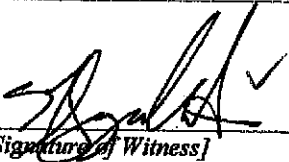
 ✓
[Signature of Witness]

Nick Scapillati
[Full Name of Witness]

301-1010 Gilford St. Vancouver
[Resident Address of Witness]

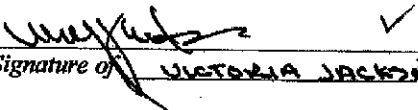
3.  ✓
[Signature of DAVID WOOD.]

4300 SW. MARINA DRIVE. VAN.
[Resident Address]

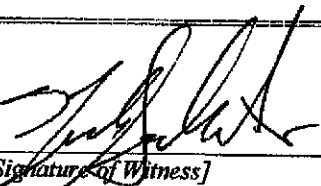
 ✓
[Signature of Witness]

Nicholas Scapillati
[Full Name of Witness]

301-1010 Gilford St., Vancouver
[Resident Address of Witness]

4.  ✓
[Signature of VICTORIA JACKSON]

3297 St GEORGES AVENUE NORTH VAN
[Resident Address]

 ✓
[Signature of Witness]

Nicholas Scapillati
[Full Name of Witness]

301-1010 Gilford St. Vancouver
[Resident Address of Witness]

5.  ✓
[Signature]
WILLARD SPARROW

4017 STANTON AVE / VAN BC
[Resident Address]

Form 4

SOCIETY ACT

List of First Directors of Musqueam Ecosystem Conservation Society (Name of Society)

Full Names

Resident Addresses

Ryan Mathison

4000 Stautlo Ave., Vancouver, BC

Nicholas Scapillati

301-1010 Gilford St., Vancouver, BC V6G2N9

David Wood

4300 SW Marine Drive, Vancouver, BC

Victoria Jackson

3797 St. Georges Avenue, Vancouver, BC

Willard Sparrow

4017 Stautlo Ave., Vancouver, BC

Dated ~~March~~ ^{June} 16th, 2004

Musqueam Ecosystem Conservation Society

by



Lawrence Fast
Fast & Corcoran
6425 West Boulevard
Vancouver, B.C. V8M 3X6

Solicitor to the Musqueam Ecosystem Conservation Society

[Note — At least 5 applicants must sign.]



Ministry of Finance
Corporate and Personal
Property Registries

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Location:
2nd Floor - 940 Blanshard Street
Victoria BC

**SOCIETY
NOTICE OF ADDRESS
OF SOCIETY
Form 5**
Sections 3 and 10
SOCIETY ACT

Enquiries: 250 356-8673
Hours: 8:30 - 4:30
(Monday to Friday)

Filing Fee: \$15.00
(SEE IMPORTANT NOTE BELOW)

INSTRUCTIONS:

1. Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Registry may have to return documents that do not meet this standard.
2. In Box A, enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.
3. In Box B, enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.
4. In Box C, enter the complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the office.
5. **Filing Fee: \$15.00.** Submit this form with a cheque or money order made payable to the Minister of Finance. (The filing fee is not applicable if you are incorporating a society.)
6. Additional information and forms are available on the Internet at:
www.fin.gov.bc.ca/registries

Important Note:

This form is used to register the address of a society at the time of incorporation (no filing fee is charged) OR to change the address of a society after it is incorporated (filing fee of \$15.00 is applicable).

Notice of every change of address is effective on the day after the Notice is filed by the Registrar of Companies.

B CERTIFICATE OF INCORPORATION NUMBER

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FIPPA): The personal information requested on this form is made available to the public under the authority of the *Society Act*. Questions about how the *FIPPA* applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A FULL NAME OF SOCIETY

MUSQUEAM ECOSYSTEM CONSERVATION SOCIETY

C The address of the society is: (must be a physical address)

6425 West Boulevard
Vancouver,

PROVINCE	POSTAL CODE
B.C.	V6M 3X6

D CERTIFIED CORRECT - I have read this form and found it to be correct.

Signature of a current Director, Officer, or Society Solicitor

X

DATE SIGNED
YYYY MM DD
2004 10 15

MAINTAINING YOUR BC SOCIETY

The British Columbia *Society Act* requires all incorporated societies to file information about the society with the Corporate Registry office. These filings are:

ANNUAL REPORT (Form 11) – FILING FEE \$25.00

A British Columbia society must file an annual report each year within 30 days after each annual general meeting. An annual general meeting **must** be held once in every calendar year. Approximately three weeks prior to the anniversary date of the last annual general meeting of the society, an annual report is mailed to the society at the last address we have on file. The society or its solicitor adds required information and makes any changes on the form (if necessary), signs and returns the form to this office, along with the financial statements and appropriate filing fee. The financial statements must be for the period ending not more than six months before the annual general meeting and be approved and signed by two directors. If the society is a reporting society, the financial statements must be professionally audited as well as approved and signed by two directors.

CHANGE IN ADDRESS OF SOCIETY (Form 5) – FILING FEE \$15.00

Notice of every change in the address of the society must be filed without delay and the change takes effect on the day after the notice is filed with this office. It is important to file this document as the registered society address is the address used for mailing the annual report (Form 11) and any notices concerning the commencement of dissolution of your society. If address is not a physical mailing address, add a mailing address (e.g., PO Box number) to the Form 5.

CHANGE IN DIRECTORS (Form 7) – FILING FEE \$15.00

Notice of every change in the directors, **other than at an annual general meeting**, must be filed without delay. A separate form is required for each date a change takes place.

CHANGE IN CONSTITUTION/BYLAWS (Form 10) – FILING FEE \$50.00

Any change made to the constitution or bylaws of a society must be filed with the registrar on a special resolution form. These changes do not take effect until the registrar has accepted them for filing.

Failure to comply with the filing requirements of the *Society Act* may result in a society being dissolved and struck from the register.

REGISTRAR OF COMPANIES

The primary role of the Registrar of Companies is to make sure that societies comply with the filing requirements of the Act. **The Registrar does not supervise the conduct of societies or intervene in the internal affairs of a society.** If members are unhappy with the society's conduct, they may exercise their rights by calling a meeting or voting for a different board of directors (refer to section 31 and 58 of the Act.)

If a society breaches the Act or does not comply with its constitution or bylaws, section 85 of the Act permits members to seek remedy in the courts.