

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

CHRISTINA LAKE WATERFRONT PROPERTY OWNERS' SOCIETY

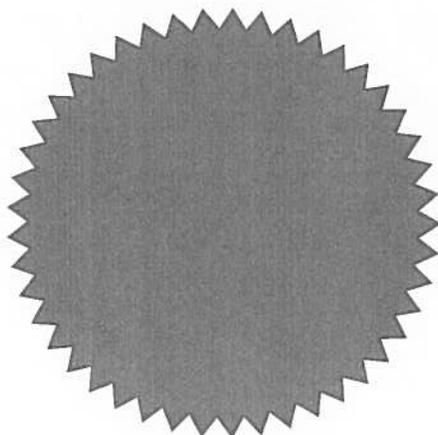
has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on January 13, 2011



RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA





BRITISH
COLUMBIA

The Best Place on Earth

File Number: S-57714

CHRISTINA LAKE WATERFRONT PROPERTY OWNERS' SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on January 13, 2011

**RON TOWNSHEND
Registrar of Companies**

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is the Christina Lake Waterfront Property Owners' Society.
2. The purposes of the society are:
 - (a) To communicate with, and advocate for the rights of waterfront property owners on Christina Lake, British Columbia with the goal of protecting the lakeshore environment and fostering respect for, and quiet enjoyment of, all beachfront areas by:
 - (i) providing a communication resource, for the waterfront property owners of Christina Lake, British Columbia to express their views, opinions and concerns;
 - (ii) providing updated information on developing issues relevant to waterfront property owners of Christina Lake, British Columbia;
 - (iii) providing a strong and united voice to ensure that the rights of Christina Lake, British Columbia waterfront property owners are preserved and respected when dealing with all levels of government;
 - (iv) working constructively with government and other local groups to represent the views of waterfront property owners of Christina Lake, British Columbia;
 - (b) To co-operate with municipal government and other public bodies in the furtherance of the objectives of the Society and benefits to the membership;
 - (c) To concern itself with the performance of the federal, provincial and municipal government agencies;
 - (d) To provide similar and related services as determined by the membership;

BYLAWS

Part 1 -- Interpretation

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

"directors" means the directors of the society for the time being;

"registered address" of a member means his address as recorded in the register of members.

"Society Act" means the **Society Act** of British Columbia from time to time in force and all amendments to it;

- (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 who has riparian rights to Christina Lake, British Columbia, and is the registered owner of waterfront real property on Christina Lake, British Columbia, may apply to the directors for membership in the society (with only one person per legal description or PID number) being eligible for membership and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society
 - (a) by delivering his or her 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;
 - (d) on having been a member not in good standing for 12 consecutive months; or
 - (e) when he or she ceases to have riparian rights to Christina Lake, British Columbia, or when he or she ceases to be the registered owner of

waterfront real property on Christina Lake, British Columbia.

8. (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 person 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.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other 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.

Part 3 -- Meetings of Members

10. General meetings of the society must 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 must 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 must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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 conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of 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;
 - (vii) the other business that, under these bylaws, ought to be conducted 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) Business, other than the election of a chair and the adjournment or termination of the meeting, must be conducted at a general meeting at a time when a quorum is present.
- (2) 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.
- (3) A quorum is 10 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, must be terminated; but in any other case, it must 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, must 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 the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.

20. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted 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 must 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) A resolution proposed at a meeting need not be seconded, and the chairman of a meeting may move or propose a resolution.
- (2) In case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting at a meeting of members is by show of hands.
- (3) Voting by proxy is not permitted.
- 22.1 (1) Notwithstanding anything in these Bylaws, members may vote by mail or any other permitted means of communication on any matter, whether or not it is to be voted on at a general meeting, provided that:
 - (a) notice is given to every member on the register of members on the date notice is given of such a vote;
 - (b) such notice contains:
 - (i) the exact wording of the resolution to be voted on or, in the case of a notice related to election of directors the name of all candidates listed in alphabetical order;
 - (ii) the time in which the member must respond with his or her vote, which may not be less than twenty-one (21) days; and
 - (iii) the manner(s) by which the member may respond, including instructions and all information necessary to submit a valid vote.
 - (c) every member who votes by a means permitted under this section

signs and submits to the society with every vote a declaration (which is to be provided by the society) as to that member's identity and eligibility to vote.

- (2) If, at the option of the directors, a matter is to be voted on at a general meeting and by other permitted means of communication under this section, the matter must be put to a vote at the general meeting using the exact wording contained in the notice and voting under s. 22(1) must be concluded prior to the general meeting.
 - (3) In the case of a matter voted on under s. 22.1(1) and at a general meeting, voting at the general meeting must be by poll and the results of the poll tallied with the results of votes submitted by other permitted means under s. 22.1.
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 must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 -- Directors and Officers

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (3) A director must be a member in good standing.

26. (1) The directors must retire from office at every third annual general meeting when their successors are elected.
 - (2) An election may be by acclamation, otherwise it must be by ballot at a general meeting or in accordance with paragraph 26.1.
 - (3) If a successor is not elected, the person previously elected or appointed continues to hold office.
 - (4) A director shall be elected for a three (3) year term as contemplated by paragraph 26(1) of these bylaws. Notwithstanding anything in this paragraph or elsewhere in these bylaws, one-third of the directors to be elected at or before the first annual general meeting shall be elected for a one (1) year term, one-third of the directors to be elected at or before the first annual general meeting shall be elected for a two (2) year term, and the remaining directors shall be elected for a three (3) year term. In the event that the number of directors to be elected at or before the first annual general meeting is not divisible by three (3), the first director in excess of the number of directors divisible by three (3) shall be elected for a one (1) year term, and the second director in excess of the number of directors divisible by three (3) (if any) shall be elected for a two (2) year term.
 - (5) Notwithstanding anything contained in these bylaws, no person shall serve as a director for more than two (2) consecutive terms, and there must be one (1) year after a director serves two (2) consecutive terms before he or she may be elected for further term(s).
- 26.1 (1) A director seeking election at an annual general meeting (the "Candidate") other than directors seeking election for a second consecutive term, must comply with the following procedure:
- (a) the Candidate (or another person on his or her behalf) must submit his or her biography, which shall be no more than 250 words, to the Secretary at least twenty-eight (28) days in advance of the annual general meeting at which the Candidate seeks election; and
 - (b) the Candidate must provide to the Secretary the names of three (3) members in good standing who endorse his or her candidacy;
- (2) The biographies submitted under paragraph 26.1(1)(a) must be posted on the Society's website or otherwise distributed to all members in advance of the annual general meeting at which the Candidate seeks election;
 - (3) A director seeking election for a second consecutive term must give notice of

that intention at least twenty-eight (28) days before the annual general meeting at which the director seeks re-election;

- (4) Notwithstanding anything contained elsewhere in these Bylaws, election of directors may be by a vote by mail or other permitted means of communication in accordance with paragraph 22.1 so long as:
 - (a) such vote is concluded before the annual general meeting at which such directors are to be elected; and
 - (b) the election of directors is not voted on at the annual general meeting in addition to a vote under paragraph 22.1.
27. (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.
28. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society, subject to approval by the board which may be withheld.

Part 6 -- Proceedings of Directors

31. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. The directors may meet by telephone or other communications medium as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct

business, and unless so set the quorum is a majority of the directors then in office.

- (3) The president is the chair 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 must act as chairman; but if neither is present the directors present may choose one of their number to be the chair at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
32.
 - (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 must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.
33. A committee must elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper, including to meet by telephone or other communications medium.
35. 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.
36. 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) a notice of meeting of directors is not required to 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 must, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
(2) In case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. 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

40. (1) The president presides at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
41. The vice president must carry out the duties of the president during the president's absence.
42. The secretary must do the following:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings 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.
43. The treasurer must
 - (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.

44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined pursuant to bylaw 25 (2).
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 -- Seal

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 -- Borrowing

48. 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 that power, by the issue of debentures.
49. A debenture must not be issued without the authorization of a special resolution.
50. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 -- Auditor

51. This Part applies only where the society is required or has resolved to have an auditor.
52. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society must appoint an auditor to hold office

until the auditor is re-elected or a successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.
55. An auditor must be promptly informed in writing of the auditor's appointment or removal.
56. A director or employee of the society must not be its auditor.
57. The auditor may attend general meetings.

Part 11 - Notices to Members

58. A notice may be given to a member, either personally or by mail or electronically by email to the member at the member's registered address or email address.
59. A notice sent by mail or electronically is deemed to have been given on the second day following the day on which the notice is posted or sent electronically, 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, or sent electronically by email.
60.
 - (1) Notice of a general meeting must 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.
 - (3) "electronically" means created, recorded, transmitted or stored in digital or other intangible form by electronic, magnetic or optical means or by any similar means, including without limitation by telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks (including without limitation to the Internet), and any other similar means.

Part 12 -- Bylaws

- 61. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62. These bylaws must not be altered or added to except by special resolution.

DATED THE 29 DAY OF DEC., 2010.

WITNESS(ES)

APPLICANTS FOR INCORPORATION

Britt French
Signature
#1006, 2201 Pines Street
Vancouver, BC V6J 5E7
Name and Street Address

William Strookoff
Signature
WILLIAM STROOKOFF
1891 Ritchie Road
Christina Lake, B.C. V0H 1E2

Michael French
Signature
838 L. Bank St
Vancouver BC V5V 3Z4
Name and Street Address

Jim Burch
Signature
JAMES ROY BURCH
Box 1473, 1575 Spring Crescent
Grand Forks, B.C. V0H 1H0

Arlette Strookoff
Signature
Arlette Strookoff
1891 Ritchie Rd, Christina Lake
BC
Name and Street Address

Theresa Louise Dergousoff
Signature
THERESA LOUISE DERGOUSOFF
Box 604, 50 Sandner Road
Christina Lake, B.C. V0H 1E0

Michael French
Signature
838 L. Bank St
Vancouver V5V 3Z4
Name and Street Address

David Allan Merry
Signature
DAVID ALLAN MERRY
Box 570, 1955 Tambellini Road
Christina Lake, B.C. V0H 1E0

B French / Britt French

Signature

#606 2201 Pine St
Vancouver, BC V6J 5E7

Name and Street Address

Colette Gouin

COLETTE MARIE GOUIN

838 Millbank

Vancouver, B.C. V5Z 3B4