

NIXON O'BRIEN
LAWYERS

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Please refer to file #: 011610-1

May 18, 2005

Cariboo Chilcotin Beetle Action Coalition Society
P.O. Box 4883 Station Main
Williams Lake, BC
V2G 2V8

Attention: Bill Carruthers

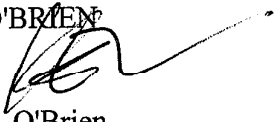
Dear Sir:

Re: Cariboo Chilcotin Beetle Action Coalition Society

Attached please find a copy of the Certificate of Incorporation for the society.

Yours truly,

NIXON O'BRIEN


Kenneth J. O'Brien

KJO*eb

Cariboo-Chilcotin Beetle Action Coalition Society

**PO Box 4883, Station Main
Williams Lake, BC
V2G 2V8**

Physical address-103-197 2nd Avenue North, Williams Lake, BC.

Founding Directors-

**Rick Gibson, Business Owner, 305 Lexington, Williams Lake, BC
Donna Barnett, Realtor, 6053 Skaday Road, 100 Mile House, BC
Nate Bello, Principal, 855 Rolph Street, Quesnel, BC
Dave Neads, Consultant, Box 3357, 9000 Chilcotin Highway, Anahim Lake BC
Guenter Weckerle, Manager, 84 Country Club, Williams Lake, BC
Mary Glassford, Director, 2046 Higdon Road, Quesnel, BC**

Officers-President-Rick Gibson

Vice-President-Donna Barnett

Secretary / Treasurer-Nate Bello

Date: 05/05/05

Company Search

Time: 11:35:32

Curr. Date: FEB 22 2005

SOCIETY

Name: CARIBOO CHILCOTIN BEETLE ACTION COALITION SOCIETY

Incorporation No: S -0049103

Incorporation Date: 05 MAY, 2005

Last Annual Report Date: Not Available

Number of Principals: 0

In Liq: NO

Receiver: NO

Reporting: N/A

M: R T: SE SE74 - NO MORE INFORMATION TO DISPLAY

S/49103

PF5-Qwik Pik

PF6-File Request

PF7-Back

PF8-Forward

PF10-Print



NUMBER: S-49103

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

CARIBOO CHILCOTIN BEETLE ACTION COALITION SOCIETY

has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on May 05, 2005.



Liz Mueller

LIZ MUELLER
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



File Number: S-49103

CARIBOO CHILCOTIN BEETLE ACTION COALITION SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on May 05, 2005

LIZ MUELLER
Registrar of Companies

FORM 3

Society Act

CARIBOO CHILCOTIN BEETLE ACTION COALITION SOCIETY

CONSTITUTION

1. The name of the Society is CARIBOO CHILCOTIN BEETLE ACTION COALITION SOCIETY.
2. The purposes of the Society are:
 - (a) The Society will be effective with the government regarding the mountain pine beetle epidemic, the future of the communities of 100 Mile House, Williams Lake and Quesnel, and the entrepreneurial spirit that is fundamental to the Cariboo-Chilcotin lifestyle.
 - (b) In addition, the purpose of the society is to invest, spend and otherwise manage monies allocated to it by the Province of British Columbia and the Government of Canada, for the ongoing economic, environmental and social benefit of the region contained within the boundaries of the Cariboo-Chilcotin Land Use Plan as determined by the British Columbia Ministry of Forests.

BYLAWS

Bylaws of Cariboo Chilcotin Beetle Action Coalition Society

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
"directors" means the directors of the society for the time being;
"*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
"registered address" of a member means the member's address as recorded in the register of members.
(2) The definitions of 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 become members, in accordance with these bylaws and, in either case, have not ceased to be members.

- 4 A person may apply to the directors for membership in the society and on acceptance by the directors 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 or her 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.
- 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 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 of the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meeting 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 the meeting, and, in case of a special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting does not invalidate proceedings at that meeting.
- (3) Notice shall be provided as allowed under Part 11 herein.

- 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 meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last 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 that 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 4 members present or a greater number that the members may determine at general meeting. Members may attend any regular or special meeting by way of telephone conference call, and in determining whether a quorum is present, any member attending by means of a telephone conference call shall be included in determining whether or not a quorum exists.
- 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. In determining whether a quorum is present, again any member may participate in any meeting by way of a telephone conference call, and a person so attending and participating shall be included in determining whether a quorum is present.
- 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 a chair of a general meeting.
- 19 If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all other directors present are unwilling to act as 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 conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the 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 is by show of hands.
- (3) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and 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 a 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 all 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 a 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.

- 26 The directors will be divided into the following categories
- (a) The Mayor from each of the Communities of 100 Mile House, Williams Lake, and Quesnel;
 - (b) A representative from the Board of the Cariboo Regional District;
 - (c) A representative who will represent the First Nations issues and concerns;
 - (d) A representative who will address the conservation issues and concerns and be from the Cariboo Chilcotin Conservation Society;
 - (e) A representative who will represent the major Forest companies issues and concerns;
 - (f) Non voting advisory representatives from the Provincial and Federal Governments.
- 27 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society

Part 6 – Proceedings of Directors

- 28
- (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, 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 appointed time for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at the meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
- 29
- (1) The directors may delegate any, but not all, of their powers to committees consisting of a 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 held after the act or thing has been done.
- 30 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 the chair of the meeting.

- 31 The members of a committee may meet and adjourn as they think proper.
32. 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.
- 33 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, if a quorum of the directors is present, are valid and effective.
- 34 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
 (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 35 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.
- 36 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

- 37 (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.
- 38 The vice president must carry out the duties of the president during the president's absence.
- 39 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;
 (f) maintain the register of members.
- 40 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 .

- 41 (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 under bylaw 25(2).
- 42 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

- 43 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 44 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

- 45 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.
- 46 A debenture must not be issued without the authorization of a special resolution.
- 47 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

- 48 This Part applies only if the society is required or has resolved to have an auditor.
- 49 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of the auditor.
- 50 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.
- 51 An auditor may be removed by ordinary resolution

- 52 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 53 A director or employee of the society must not be its auditor.
- 54 The auditor may attend general meetings.

Part 11 – Notice to Members

- 55 A notice may be given to a member, either personally, by email to the member's email address, or by mail to the member's registered address.
- 56 (1) A notice sent by regular mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(2) A notice sent by email is deemed to have been given on the day and at the time it is sent;
- 57 (1) Notice of a general meeting must be given to
(a) every member shown on the register of members on the day the notice is given, and
(b) the auditor, if Part 10 applies.
(2) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

- 58 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.
- 59 These bylaws must not be altered or added to except by special resolution.

Dated MAY 2nd, 2005.

Witness:

Williams Cannon - JWC

Name

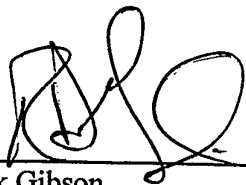
623 HOOGLSON ROAD

Address

Williams Lake

Williams Cannon - JWC

Name



Rick Gibson
305 Lexington Drive
Williams Lake, BC V2G 5H3

Address
623 HOOGLSON ROAD.

WILLIAMS LAKE, B.C.

Name
William CARLTON - SWCT

sf

Address
623 HOOGLSON ROAD
WILLIAMS LAKE, B.C.

Donna Barnett
6053 Skaday Road
100 Mile House, BC V0K 2E0

Donna Barnett

Nate Bello
855 Rolph Street
Quesnel, BC V2J 4X2

Nate Bello

William CARLTON - SWCT

sf

Name
623 HOOGLSON ROAD.

Address
WILLIAMS LAKE, B.C.

Dave Neads

Dave Neads
9000 Chilcotin Highway
Anahim Lake, BC V0L 1C0

William CARLTON.

sf

Name
SWCT

Address
623 HOOGLSON ROAD

WILLIAMS LAKE, BC

Guenter Weckerle

Guenter Weckerle
84 Country Club Blvd.
Williams Lake, BC V2G 3T2

SWCT

Name
William CARLTON.

sf

Address
623 HOOGLSON ROAD

WILLIAMS LAKE, BC

Mary B. Glassford

Mary Glassford
2046 Higdon Road
Quesnel, BC V2J 6J6



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

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

Cariboo Chilcotin Beetle Action Coalition Society

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

103 - 197 2nd Avenue North
Williams Lake

PROVINCE	POSTAL CODE
B.C.	V2G 1Z5

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
2 | 0 | 0 | 5 | 0 | 5 | 0 | 4



Ministry of Finance
Corporate and Personal
Property Registries
www.fin.gov.bc.ca/registries

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor - 940 Blanshard Street
Victoria BC

FORM 4
(Section 3)
Society Act

Enquiries: 250 356-8673

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, Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

LIST OF FIRST DIRECTORS OF Cariboo Chilcotin Beetle Action Coalition Society
(Name of Society)

FULL NAMES

RESIDENTIAL ADDRESSES*

- | | |
|---------------------|---|
| 1. Rick Gibson | 305 Lexington Drive, Williams Lake, BC V2G 5H3 |
| 2. Donna Barnett | 6053 Skaday, 100 Mile House, BC V0K 2E0 |
| 3. Nate Bello | 855 Rolph Street, Quesnel, BC V2J 4X2 |
| 4. Dave Neads | 9000 Chilcotin Highway, Anahim Lake, BC V0L 2C0 |
| 5. Guenter Weckerle | 84 Country Club Blvd. Williams Lake, BC V2G 3T2 |
| 6. Mary Glassford | 2046 Higdon Road, Quesnel, BC V2J 6J6 |

Note: (a) One director must be ordinarily resident in British Columbia.

(b) Full names and residential addresses are required for all directors.

* This address must be a 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, please provide a description that will readily allow a person to locate the office.

Dated on 2005/05/04
YYYY / MM / DD

Cariboo Chilcotin Beetle
Action Coalition Society
(Name of Society)

by 
(Signature)

Solicitor
(Relationship to Society)