

CONSTITUTION & BY-LAWS

Society Promoting Environmental Conservation
*Constitution and By-Laws as amended at the Annual General Meeting
held at 2150 Maple Street in Vancouver BC on May 7, 1988.*

*Canadian Society Promoting Environmental Conservation
Certificate of Incorporation Number S8544
Attachment to Form 10, September 2000*

Add to ByLaws: 26 (5), 26 (6), 26 (7), and 26 (8), as follows:

26.

- (5) Not less than four weeks before the date on which the Notice of the Annual General Meeting is required to be mailed, the President shall appoint a Nominating Committee of three persons from the Board, one of whom the President shall name as chairperson.
- (6) Any member may nominate for election any other member by addressing to the Chair of the Nominating Committee the written nomination and written consent of such other member to stand for election. Such written nomination and written consent must be received at the Registered office of the Society during business hours not less than 14 days before the date on which the Notice of the Annual General Meeting is required to be mailed.
- (7) Not later than one week before the date on which the Notice of the Annual General Meeting is required to be mailed, the Chair of the Nominating Committee shall submit to the Secretary a report that lists all persons nominated and recommendations for a slate of Officers and Directors proposed for the Board, which shall be circulated with the Notice of the Annual General Meeting.
- (8) No person shall be nominated for election for a position from which that person is disqualified by these By-laws. In the event that an invalid nomination is received, the nominator shall be notified as soon as possible.

CONSTITUTION

1. The name of the society is the CANADIAN SOCIETY PROMOTING ENVIRONMENTAL CONSERVATION.
2. The purposes of the society are:
 - a) To promote the maintenance of a healthy, livable environment for all life;
 - b) To prevent and eliminate pollution
 - c) To promote the conservation of energy and all natural resources;
 - d) To investigate, study, and correlate facts in respect of ecological and pollution problems and to publish and make available such studies to the general public;
 - e) To assist others in the pursuit of environmental conservation.
3. The operations of the Society are to be carried on throughout the Province of British Columbia.
4. The operations of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting the purposes of the Society.
5. In the event of the winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting the same objectives of this Society as may be determined by the members of the Society at the time of winding up or dissolution.. In the event that the foregoing provisions cannot be effected, then such funds shall be given or transferred to some other organizations, provided that such organizations referred to in this article shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
6. Articles 4 and 5 of this constitution are unalterable in accordance with Section 22 of the Societies Act. Articles 1, 2, and 3 are alterable in accordance with the Society Acts and By-Laws.

BY-LAWS

Part 1 - INTERPRETATION

1. (1) In these by-laws, unless the context otherwise requires,
 - (a) "directors" means the directors of the society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members;
 - (d) "special resolution" is defined under the Society's Act.
- (2) The definitions in the Society Act of the date these by-laws become effective apply to these by-laws.
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 by-laws 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 shall be a member. A new member must join 14 days prior to the Annual General Meeting.
5. Every member shall uphold the constitution and comply with these by-laws.
6. The annual membership dues shall be determined by the Board of Directors and ratified by the membership at the Annual General Meeting after receiving 14 days notice of any changes.
7. A person shall cease to be a member of the society;
 - (a) by delivering his resignation in writing to the secretary of by mailing it 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; or
 - (d) on having been a member not in good standing for 6 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 shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall 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 current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 - MEETINGS OF MEMBERS

10. General meetings of the society shall 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 must convene three general information meetings per year.
13.
 - (1) Notice of a general meeting shall 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.
 - (3) 14 days notice must be given for an extraordinary meeting, either by mail or telephone.
14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation, and after that 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 4 - PROCEEDINGS OF GENERAL MEETINGS

- 15. Special business is:
 - (1) all business at an extraordinary general meeting except the adoption of the rules of order, and
 - (2) all business transacted at an informational general meeting, except:
 - (a) the adoption of the rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required; and
 - (g) the other business that, under these by-laws, ought to be transacted 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) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting when a quorum is not present.
 - (2) 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 quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 5% of members in good standing as of the latest fiscal year end 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, shall be terminated; but in any other case, it shall 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 by-law 19, the president of the society, the vice president or, in the absence of both, one of the directors present shall preside as chairman of a general meeting.

- 19. If at a general meeting
 - (1) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (2) the president and all the other directors present are unwilling to act as chairman; the members present shall choose one of their number to be the chairman.

- 20. (1) 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.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall 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.

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(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 in all other respects exercise the rights of a member, and that representative shall be recognized 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 which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised by the society in general meeting, but subject, nevertheless, to

- (a) all laws affecting the society;
- (b) these by-laws; and
- (c) rules, not being inconsistent with these by-laws, which are made from time to

time by the society in general meeting;

(2) No rule made by the society in general meeting invalidates 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 persons shall be the directors of the society.

(2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.

26. (1) The directors shall retire from office at each annual general meeting, when their successors shall be elected.

(2) Separate elections shall be held for each office to be filled.

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

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) The 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 office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

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

29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 - PROCEEDINGS OF DIRECTORS

31. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman 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 shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) A director may at any time, and the secretary on the request of a director shall, convene a meeting of the directors.

(5) The Executive Director shall attend Board of Directors meetings but shall not have a vote.

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 shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall 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.

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 a 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) no notice of meeting of directors shall 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, shall 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 shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman 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 shall preside at all meetings of the society and of the directors, and shall be, ex-officio, a member of all committees.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice president shall carry out the duties of the president during his absence, and otherwise co-operate with and assist the president.

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42. The secretary shall:
- (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 shall:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required; and
 - (c) prepare a budget to be approved by the directors at the beginning of each fiscal year.

44. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to by-law 25 (2).

45. In the absence of the secretary from a meeting, the directors shall 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 shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, 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 the foregoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of a special resolution which shall be voted on by the membership at an extraordinary general meeting.

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 shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual meeting.

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54. An auditor may be removed by ordinary resolution.
 55. An auditor shall be promptly informed in writing of appointment or removal.
 56. No director and no employee of the society shall be auditor.
 57. The auditor may attend general meetings.

Part 11 - NOTICE TO MEMBERS

58. (a) Fourteen days written notice shall be given of all general meetings and of all special meetings at which business is to be transacted.
(b) When an emergency makes it impossible to give the required Notice of Motion in the usual manner, every effort will be made by the Board of Directors to apprise members of the meeting at which the action will be taken.

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

60. (1) Notice of general meeting shall be given to:
 - (a) every member shown on the register of members on the day the notice is given; and
 - (b) No other person is entitled to receive a notice of general meeting.

Part 12 - BY-LAWS

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

“ SOCIETIES ACT ”

CANADA: }
Province of British Columbia. }



No. 8544

Certificate of Incorporation

I hereby certify that
" **THE CANADIAN SCIENTIFIC POLLUTION AND ENVIRONMENTAL CONTROL SOCIETY OF BRITISH COLUMBIA** "

has this day been incorporated as a Society under the " Societies Act. "

The locality in which the operations of the Society will be chiefly carried on is Counties of

Vancouver and New Westminster, Province of British Columbia.

GIVEN under my hand and Seal of Office at Victoria, Province of

British Columbia, this -tenth- day

of October, one thousand nine hundred

and sixty-nine

A. H. HALL

Registrar of Companies.

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

S-8544



Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate

I HEREBY CERTIFY THAT

THE CANADIAN SCIENTIFIC POLLUTION AND ENVIRONMENTAL
CONTROL SOCIETY OF BRITISH COLUMBIA

HAS THIS DAY CHANGED ITS NAME TO THE NAME

CANADIAN SOCIETY PROMOTING ENVIRONMENTAL CONSERVATION

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 10TH DAY OF FEBRUARY, 1982

L. S. HUCK
DEPUTY REGISTRAR OF COMPANIES

