



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S-48505

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

MAY - 1 2007

SOCIETY ACT

COPY OF RESOLUTION

22 RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

The following is a copy of

- a special resolution * passed
- an ordinary resolution
- a directors' resolution

in accordance with the by-laws of the Society on the 27th day of April, 2007 :

See attached Schedule 1

Dated this 27th day of April, 2007 ."
(Day) (Month) (Year)

COAST CONSERVATION ENDOWMENT FUND FOUNDATION

(Name of Society)

by

(Signature)

Solicitor

(Relationship to Society)

* Strike out words which do not apply.

- [Note-
- (a) No special resolution has effect until accepted by the Registrar of Companies.
 - (b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor - 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.]

Additional information and forms are available on the Internet at: www.fin.gov.bc.ca/registries
FIN 782 Rev.2002 / 9 / 6

Schedule 1

Alteration of Constitution and Bylaws

RESOLVED as special resolutions that:

1. the Constitution of the Society be altered by:
 - (a) deleting therefrom paragraph 2(f) in its entirety and by substituting therefor the following as a new paragraph 2(f):
 - "2(f) to receive bequests, legacies, donations, gifts, funds and property from all sources and to hold and invest such funds and property and to administer and distribute such funds and property for the purposes of the Foundation;"
 - (b) adding thereto the following as new paragraphs 6, 7 and 8:
 - "6. The Foundation is prohibited from conducting or funding any political activities and from conducting or funding any activities that conflict with the foregoing purposes."
 - "7. Subject to the Board's fiduciary obligations and obligations pursuant to the *Society Act*, the governance and operation of the Foundation must be transparent and accountable."
 - "8. Paragraphs 6, 7 and 8 are unalterable."
2. the Bylaws of the Society be altered by deleting the existing Bylaws in their entirety and substituting therefor new Bylaws in the form attached hereto as Schedule A.



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S0048505

SOCIETY ACT

COPY OF RESOLUTION

CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

AUG 28 2007

The following is a copy of

- a special resolution * passed
- an ordinary resolution
- a directors' resolution

Ron Townshend
 7
 RON TOWNSHEND
 REGISTRAR OF COMPANIES
 PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 24th day of August, 2007
 (Day) (Month) (Year)

"RESOLVED as a special resolutions that Section 1.1(i) ^{OF THE BYLAWS} be deleted in its entirety and be replaced with the following:

- "(i) **"Elected Official" or "Elected Officials"** means a member of Parliament, a member of the British Columbia Legislative Assembly, an employee of British Columbia or a Participating First Nation, or a councillor or alderman of a municipal government;"

Dated this 24th day of August, 2007
 (Day) (Month) (Year)

COAST CONSERVATION ENDOWMENT FUND FOUNDATION
 (Name of Society)

by *[Signature]* Solicitor
 (Signature) (Relationship to Society)

* Strike out words which do not apply.
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Form 10
(Section 66 and 67)

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Incorporation No. S-48505

SOCIETY ACT

I CERTIFY THIS A COPY OF A
DOCUMENT FILED ON

COPY OF RESOLUTION

AUG 15 2011

The following is a copy of

- a special resolution * passed
- an ordinary resolution
- a directors' resolution

31 
RON TOWNSHEND
 REGISTRAR OF COMPANIES
 PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 22nd day of July, 2011
(Day) (Month) (Year)

"RESOLVED as special resolutions that the Foundation's Bylaws be amended as follows:

1. by replacing section 1.1(n) with the following:

"(n) **"Nominating Entity"** means each of British Columbia, the Founders exclusive of British Columbia, the Great Bear Initiative Society, Nanwakolas Council, North Coast-Skeena First Nations Stewardship Society and the Council of the Haida Nation;"

2. by inserting the following as sections 1.1(w) through (z):

"(w) **"Council of the Haida Nation"** means the Governing Council of the Haida Nation;

(x) **"Great Bear Initiative Society"** means the society incorporated in British Columbia pursuant to the *Society Act* on August 7, 2003, formerly named the Turning Point Initiative Society;

(y) **"Nanwakolas Council"** means the society incorporated in British Columbia pursuant to the *Society Act* on February 22, 2007;

(z) **"North Coast-Skeena First Nations Stewardship Society"** means the society incorporated in British Columbia pursuant to the *Society Act* on December 7, 2005;"

3. by replacing section 2.2 with the following:

"2.2 Composition of Membership

Each of the following Nominating Entities will nominate a Person or Persons to be a voting Member or Members of the Foundation by nomination in writing and delivered to the Secretary as follows:

(a) two (2) Persons nominated by British Columbia;

(b) two (2) Persons nominated by the Founders, exclusive of British Columbia;

(c) two (2) Persons nominated collectively by the Great Bear Initiative Society, Council of the Haida Nation, Nanwakolas Council and the North Coast-Skeena First Nations Stewardship Society.

Each Person so nominated will be accepted as a Member by the Members. Employees of the Foundation are not eligible to become Members."

4. by replacing section 2.3 with the following:

"2.3 Non-Voting Members

The Great Bear Initiative Society, Council of the Haida Nation, Nanwakolas Council and the North Coast-Skeena First Nations Stewardship Society will collectively nominate two (2) Persons who will be non-voting Members. Each such non-voting Member is eligible to attend all meetings of Members but is not eligible to vote. Non-voting Members are not eligible to vote on any Ordinary Resolution or Special Resolution. Non-voting Members will not be included in the determination of quorum pursuant to Bylaws 4.4 and 4.5."

Dated this 12th day of August, 2011
(Day) (Month) (Year)

COAST CONSERVATION ENDOWMENT FUND FOUNDATION

(Name of Society)

by 
(Signature)

Solicitor
(Relationship to Society)

*** Strike out words which do not apply.**

- [Note- (a) No special resolution has effect until accepted by the Registrar of Companies.
- (b) Send, in duplicate, to the Registrar of Companies. Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Location Address: 2nd Floor – 940 Blanshard Street, Victoria BC together with applicable fee. Telephone number: 250 356-8673.]

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FIN 782 Rev.2002 / 9 / 6

Schedule A
BYLAWS
of
COAST CONSERVATION ENDOWMENT FUND FOUNDATION

TABLE OF CONTENTS

PART 1. - INTERPRETATION	1
1.1 Definitions	1
1.2 <i>Society Act</i> Definitions	3
PART 2. - MEMBERSHIP	3
2.1 Transitional.....	3
2.2 Composition of Membership	4
2.3 Non-Voting Members.....	4
2.4 Nomination of Members	4
2.5 Neglect or Refusal to Nominate.....	4
2.6 Number of Members.....	4
2.7 Expulsion of Member.....	5
2.8 Cessation of Membership.....	5
2.9 Dues.....	5
2.10 Standing of Members	5
2.11 Compliance with Bylaws.....	5
PART 3. - MEETINGS OF MEMBERS.....	5
3.1 Time and Place of General Meetings.....	5
3.2 Extraordinary General Meeting.....	5
3.3 Calling of Extraordinary General Meeting	6
3.4 Notice of General Meeting.....	6
3.5 Contents of Notice.....	6
3.6 Omission of Notice	6
3.7 Annual General Meetings	6
PART 4. - PROCEEDINGS AT GENERAL MEETINGS	6
4.1 Special Business	6
4.2 Requirement of Quorum	7
4.3 Loss of Quorum.....	7
4.4 Quorum.....	7
4.5 Lack of Quorum.....	7
4.6 Chair	7
4.7 Alternate Chair	7
4.8 Adjournment.....	8
4.9 Notice of Adjournment.....	8
4.10 Motions need not be Seconded	8
4.11 Ordinary Resolution Sufficient	8
4.12 Entitlement to Vote	8
4.13 No Casting Vote	8
4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot.....	8

4.15	Voting by Proxy	8
4.16	Ordinary Resolution in Writing	8
4.17	Special Resolution in Writing	9
4.18	Copy of Special Resolution to be filed with the Registrar	9
4.19	Special Resolution Items	9
PART 5.	- DIRECTORS	10
5.1	Powers of Directors	10
5.2	Management of Property and Affairs	10
5.3	Board Responsibilities	10
5.4	Appointment of Directors	10
5.5	Election of Directors	11
5.6	Election and Appointment of Directors	11
5.7	Term of Office	11
5.8	Consecutive Terms	11
5.9	Term Limit	11
5.10	Directors' Eligibility Requirements	11
5.11	Directors Subscribe to and Support Purposes	11
5.12	Replacement of Directors	12
5.13	Invalidation of Acts	12
5.14	Ceasing to be a Director	12
5.15	Reimbursement of Directors' Expenses	12
5.16	Powers of the Board	12
5.17	Board May Receive Donations	12
5.18	Investment of Property and Standard of Care	13
5.19	Investment Policy and Financial Risk Management Guidelines	13
5.20	Investment Advice	13
5.21	Investment in Mutual or Pooled Funds	13
5.22	Delegation of Investment Authority to Agent	13
PART 6.	- PROCEEDINGS OF THE BOARD	13
6.1	Procedure of Meetings	13
6.2	Quorum	14
6.3	Chair of Meetings	14
6.4	Alternate Chair	14
6.5	Calling of Meetings	14
6.6	Notice	14
6.7	Motions need not be Seconded	15
6.8	Passing Resolutions	15
6.9	No Casting Vote	15
6.10	Procedure for Voting	15
6.11	Resolution in Writing	15
6.12	Waiver of Notice by Absent Director	15
PART 7.	- COMMITTEES	16
7.1	Delegation to Committees	16
7.2	Terms of Reference and Rules	16
7.3	Meetings	16
7.4	Executive Committee	16
7.5	Power to Transact Business	16
7.6	Standing and Special Committees	16
PART 8.	- DUTIES OF OFFICERS	17
8.1	Election of Officers	17
8.2	Secretary and Treasurer Required	17

8.3	Removal of Officers.....	17
8.4	Replacement.....	17
8.6	Duties of Secretary.....	17
8.7	Duties of Treasurer.....	17
8.8	Absence of Secretary at Meeting.....	18
8.9	Combination of Offices of Secretary and Treasurer.....	18
PART 9. – SEAL AND EXECUTION OF DOCUMENTS		18
9.1	No Seal	18
9.2	Execution of Instruments	18
PART 10. - BORROWING		18
10.1	Powers of Directors	18
10.2	Issuance of Debentures.....	19
10.3	Restrictions of Borrowing Powers.....	19
PART 11. - AUDITOR.....		19
11.1	Requirement.....	19
11.2	First Auditor.....	19
11.3	Appointment of Auditor at Annual General Meeting	19
11.4	Removal of Auditor.....	19
11.5	Notice of Appointment.....	19
11.6	Restrictions on Appointment.....	19
11.7	Attendance at Annual General Meetings	19
PART 12. - NOTICES		20
12.1	Entitlement to Notice	20
12.2	Method of Giving Notice	20
12.3	When Notice Deemed to Have Been Received	20
12.4	Days to be Counted in Notice.....	20
PART 13. - MISCELLANEOUS		20
13.1	Inspection of Records.....	20
13.2	Reporting Obligation.....	21
13.3	Participation in Meetings	21
13.4	Rules Governing Notice, Board Resolutions and Ordinary Resolutions	21
13.5	Right to Become Member of other Society	21
13.6	Not a Reporting Society.....	21
PART 14. - INDEMNIFICATION		21
14.1	Indemnification of Directors and Officers.....	21
14.2	Indemnification of Past Directors and Officers	22
14.3	Advancement of Expenses.....	22
14.4	Approval of Court and Term of Indemnification.....	22
14.5	Indemnification not Invalidated by Non-Compliance	22
14.6	Purchase of Insurance.....	22
PART 15. – PROXY VOTING		22
15.1	Timing for Deposit of Proxy	22
15.2	Entitlement to Proxy Vote	22
15.3	Form of Proxy.....	23
15.4	Termination of Proxy	23
PART 16. - BYLAWS		23
16.1	Entitlement of Members to copy of Constitution and Bylaws.....	23
16.2	Special Resolution required to Alter or Add to Bylaws	23

SOCIETY ACT

BYLAWS

of

COAST CONSERVATION ENDOWMENT FUND FOUNDATION

PART 1. - INTERPRETATION

1.1 Definitions

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) **“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;
- (c) **“Board Resolution”** means, subject to Bylaw 6.8:
 - (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;
- (d) **“British Columbia”** means Her Majesty the Queen in Right of the Province of British Columbia;
- (e) **“Bylaws”** means the bylaws of the Foundation as filed in the Office of the Registrar;
- (f) **“Chair”** means a person elected to the office of Chair in accordance with these Bylaws;
- (g) **“Constitution”** means the constitution of the Foundation as filed in the Office of the Registrar;
- (h) **“Directors”** means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors, and a “Director” means any one of them;

- (i) **"Elected Official"** or **"Elected Officials"** means a member of Parliament, a member of the British Columbia Legislative Assembly, an employee of British Columbia, a councillor or alderman of a municipal government, an elected or appointed official or employee of a Participating First Nation;
- (j) **"Founders"** means British Columbia, the Nature Conservancy, The William and Flora Hewlett Foundation, The Gordon and Betty Moore Foundation, the David and Lucile Packard Foundation, The Rockefeller Brothers Fund, and Tides Canada Foundation;
- (k) **"Foundation"** means the "Coast Conservation Endowment Fund Foundation";
- (l) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c. 1 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) **"Nominating Entity"** means each of British Columbia, the Founders exclusive of British Columbia and, collectively, the Participating First Nations;
- (o) **"Ordinary Resolution"** means
 - (i) a resolution passed in a general meeting by a simple majority of the votes of those Members of the Society who, being entitled to do so, vote in person or by proxy, or
 - (ii) a resolution that has been submitted to the Members of the Foundation and consented to in writing by 75% of the Members who would have been entitled to vote on it in person at a general meeting of the Foundation, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Foundation;
- (p) **"Participating First Nations"** means those First Nations who have executed Land Use Plan Agreements with the Province of British Columbia that include a conservation commitment, the execution of such Land Use Plan Agreement by a respective participating First Nation having been confirmed by Board Resolution and which confirmation once given, cannot be withdrawn, and "Participating First Nation" means any one of them;
- (q) **"Person"** means a natural person;

- (r) **"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;
- (s) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (t) **"Society"** means the "Coast Economic Development Society";
- (u) **"Society Act"** means the *Society Act* R.S.B.C. 1996, c. 433, as amended from time to time; and
- (v) **"Special Resolution"** means:
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those Members of the Foundation who, being entitled to do so, vote in person or by proxy,
 - (1) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given, or
 - (ii) a resolution that has been submitted to the Members of the Foundation and consented to in writing by every Member of the Foundation who would have been entitled to vote on it in person at a general meeting of the Foundation, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Foundation.

1.2 **Society Act Definitions**

The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws and the Constitution.

PART 2. - MEMBERSHIP

2.1 **Transitional**

The subscribing Members of the Foundation are Ross McMillan, Margaret Mason, Brian Taylor, Judith Smith and Marla Dittrick. Judith Smith and Marla Dittrick resigned subsequent to the incorporation of the Foundation. Ross McMillan, Margaret Mason and Brian Taylor will serve until at least three (3) of the Nominating Entities appoint members in accordance with Bylaw 2.2 hereof whereupon each of them will immediately resign.

2.2 Composition of Membership

By no later than June 30, 2007, each of the following Nominating Entities will nominate a Person or Persons to be a voting Member or Members of the Foundation by nomination in writing and delivered to the Secretary as follows:

- (a) two (2) Persons nominated by British Columbia;
- (b) two (2) Persons nominated by the Founders, exclusive of British Columbia;
- (c) two (2) Persons nominated by the Participating First Nations.

Each Person so nominated will be accepted as a Member by the Members. Employees of the Foundation are not eligible to become Members.

2.3 Non-Voting Members

The Participating First Nations will additionally nominate two (2) Persons who will be non-voting Members. Each such non-voting Member is eligible to attend all meetings of Members but not eligible to vote. Non-voting Members are not eligible to vote on any Ordinary Resolution or Special Resolution. Non-voting Members will not be included in the determination of quorum pursuant to Bylaws 4.4 and 4.5.

2.4 Nomination of Members

Each Nominating Entity will nominate a Member to serve until such nomination is revoked by the Nominating Entity. All such nominations must be made in writing and delivered to the Secretary; any such revocation must be in writing and delivered to the Member and to the Secretary. Immediately upon the revocation of any nomination, the Nominating Entity must nominate a successor Member. Each Person so nominated will be accepted as a Member by the Members.

2.5 Neglect or Refusal to Nominate

In the event that a Nominating Entity neglects or refuses to nominate a Member in accordance with Bylaws 2.2 or 2.3, then the Board will appoint a replacement Member. Each Person so appointed will become a Member upon acceptance of his or her application by the Board. The term of any replacement Member so appointed will begin at the close of the meeting of the Directors at which the appointment is made or at such other time as is specified in the resolution making the appointment and will end upon the date upon which a Person is nominated by the Nominating Entity.

2.6 Number of Members

Subsequent to the first annual general meeting of the Foundation at which Ross McMillan, Brian Taylor and Margaret Mason are no longer Members, the number of voting Members must always be six, and the number of non-voting Members must always be two.

2.7 Expulsion of Member

A Member may be expelled by a Special Resolution.

2.8 Cessation of Membership

A person will immediately cease to be a Member:

- (a) if nominated by a Nominating Entity, upon the date such Member's nomination is revoked by the Member's Nominating Entity;
- (b) if nominated in accordance with Bylaw 2.4 hereof, upon the date such Member's nomination is revoked by the appropriate Nominating Entity;
- (c) 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
- (d) upon his or her expulsion; or
- (e) upon his or her death.

2.9 Dues

There will be no annual membership dues.

2.10 Standing of Members

All Members are deemed to be in good standing.

2.11 Compliance with Bylaws

Every Member will uphold the Constitution and comply with these Bylaws.

PART 3. - MEETINGS OF MEMBERS

3.1 Time and Place of General Meetings

The general meetings of the Foundation will be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.2 Extraordinary General Meeting

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

3.3 Calling of Extraordinary General Meeting

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

3.4 Notice of General Meeting

The Foundation will give not less than 14 days' written notice of a general meeting to those 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 Contents of Notice

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

3.6 Omission of Notice

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 Annual General Meetings

The first annual general meeting of the Foundation will be held as soon as practicable, but in any event, not more than 15 months after the date of incorporation, and thereafter an annual general meeting will 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

4.1 Special Business

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 Board;
 - (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 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.3 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 Quorum

A quorum at a general meeting is five (5) Members.

4.5 Lack of Quorum

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, will be terminated; but in any other case, it will 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 will constitute a quorum, provided always that at least three (3) Members are present.

4.6 Chair

The Chair of the Foundation will, subject to a Board Resolution appointing another person, chair all general meetings; but if at any general meeting the Chair, 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 Alternate Chair

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 alternate 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 Adjournment

A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

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 will be given as in the case of the original meeting.

4.10 Motions need not be Seconded

No resolutions proposed at a general meeting need be seconded.

4.11 Ordinary Resolution Sufficient

Any issue at a general meeting which is not required by these Bylaws or the *Society Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Member is entitled to one vote.

4.13 No Casting Vote

In case of an equality of votes, the Person presiding as chair of a general meeting will not have a casting or second vote in addition to the vote the Person presiding as chair may be entitled to as a Member and the proposed resolution will not pass.

4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will 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 will be required.

4.15 Voting by Proxy

Voting by proxy is permitted in accordance with Part 15 of these Bylaws.

4.16 Ordinary Resolution in Writing

A resolution in writing which is identified as an Ordinary Resolution 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 will be deemed to be an Ordinary Resolution. Such a resolution may be in two or more counterparts which together will be

deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution will be filed with minutes of the proceedings of the Members and will 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 Special Resolution in Writing

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 will be deemed to be a Special Resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one Special Resolution in writing. Such Special Resolution will be filed with minutes of the proceedings of the Members and will 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 Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed with the Registrar in the appropriate form and will not take effect until such copy is accepted by the Registrar.

4.19 Special Resolution Items

The following matters will only be undertaken by Special Resolution of the Members:

- (a) any change to the Constitution or Bylaws (except that paragraphs 3, 4, 5, 6, 7 and 8 of the Constitution are unalterable) in accordance with Bylaw 16.2;
- (b) any sale, lease, transfer, mortgage, pledge, or other disposition of all or substantially all of the assets of the Foundation;
- (c) the consolidation, reorganization, merger or amalgamation of the Foundation with any other Foundation, association, partnership or legal entity;
- (d) the expulsion of a Member in accordance with Bylaw 2.7;
- (e) the election or appointment of a Director in accordance with Bylaw 5.6;
- (f) the removal of a Director;
- (g) the issuance of a debenture in accordance with Bylaw 10.2;
- (h) termination of the Foundation; and

- (i) causing the Foundation to initiate a proceeding under which the Foundation would become a debtor in bankruptcy.

PART 5. - DIRECTORS

5.1 Powers of Directors

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; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property and Affairs

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

5.3 Board Responsibilities

The Board is responsible for establishing the strategic vision for the Foundation and for assessing, compensating, retaining and, if necessary, replacing, senior management staff with the commensurate skills to assist the Board in implementing its strategic vision. The Board is also responsible for the creation of policies and procedures which identify and manage risk, both financial and otherwise, which govern funding relationships, which establish performance expectations for the Foundation and its employees, and which, subject to the Board's fiduciary obligations and obligations pursuant to the *Society Act*, communicate its performance to Members, Founders and Participating First Nations.

The Board must have governance policies and procedures that establish expectations for the Board and appropriate codes of conduct. The Board must also have audit policies and procedures that require the review of financial information, systems and controls. The Board must review the governance and audit policies and procedures annually and ensure the Foundation's compliance with same.

The Board must also create a director competency matrix with which the Board will assess potential candidates for election to the Board.

5.4 Appointment of Directors

At the first general meeting of the Foundation held after the resignations of Ross McMillan, Brian Taylor and Margaret Mason, the voting Members will appoint nine (9) Persons as Directors and such persons must be the same Persons appointed as directors of the Society.

5.5 Election of Directors

Thereafter, the Board will consist of nine (9) Directors elected by the voting Members in accordance with this Part.

5.6 Election and Appointment of Directors

Subsequent to the appointment of the Directors at the first annual general meeting, Directors elected pursuant to Bylaw 5.5 hereof will be elected by the voting Members at a general meeting and will take office commencing at the close of such meeting. The number of candidates proposed by the Board for election will be at least equal to the number of vacant positions. Each candidate proposed must be elected by a Special Resolution. If the voting Members elect fewer Directors than the number of vacant Director positions, the Board must, within 90 days of the date of the meeting at which such elections were conducted, propose additional candidates at least equal to the number of vacant positions to the voting Members and a meeting must be called within 120 days of the date of the meeting at which such elections were conducted to hold elections for the vacant positions.

5.7 Term of Office

Elections for Directors will be held at the annual general meeting and the term of office of Directors will normally be four (4) years. However, the Directors may by Board Resolution determine that some or all vacant Directors' positions will have a term of no less than three (3) years and no greater than five (5) years, the length of such term to be determined by the Directors in their discretion. For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected.

5.8 Consecutive Terms

Directors may be elected for consecutive terms.

5.9 Term Limit

A Director may serve for no more than three (3) consecutive terms.

5.10 Directors' Eligibility Requirements

Other than the applicants for incorporation, a Member is not eligible to be a Director. An employee of the Foundation may not be a Director. A Director may not be an Elected Official.

5.11 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Foundation.

5.12 Replacement of Directors

Notwithstanding the foregoing Bylaws, if a Director ceases to hold office and the number of Directors is then less than nine (9), the Board may appoint a person as a replacement Director to take the place of such Director until the next annual general meeting.

5.13 Invalidation of Acts

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

5.14 Ceasing to be a Director

A Person will automatically cease to be a Director:

- (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 removal;
- (c) upon his or her death; or
- (d) upon the expiry of his or her term.

5.15 Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Foundation.

5.16 Powers of the Board

The Board will have the power to make expenditures, including grants and gifts, and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Foundation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Foundation in furtherance of the purposes of the Foundation, provided however that the Board may not enter into any form of contract with a Member or Director, other than in furtherance of the obligations or duties of such Member or Director, including such matters as indemnity agreements and non-disclosure or confidentiality agreements.

5.17 Board May Receive Donations

The Board will take such steps as it deems necessary to enable the Foundation to receive donations, bequests, gifts, legacies, funds, property, trusts, contracts, agreements and benefits in furtherance of the purposes of the Foundation. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, gift, legacy, trust, loan, contract or property.

5.18 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Foundation, the Board may invest the property of the Foundation in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Foundation.

When investing in securities, the Directors must give consideration to whether the underlying entity is committed to operating in an economically and environmentally sustainable manner while recognizing the interests of its stakeholders (which would include investors, customers, employees, business partners, local communities, the environment and society at large).

5.19 Investment Policy and Financial Risk Management Guidelines

The Board will establish an investment policy and financial risk management guidelines and will review such policy and guidelines on an annual basis. The policy and guidelines will specify permitted transactions, risk limitations for market and credit risks and authorized signatories. The Board will no less than semi-annually monitor the Foundation's compliance with the investment policy and financial risk management guidelines.

5.20 Investment Advice

The Board must retain an external independent professional investment advisor or portfolio manager to provide it with investment advice. The Board may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

5.21 Investment in Mutual or Pooled Funds

The property of the Foundation may be invested by the Board, or by any agent or delegate of theirs, in any mutual fund, common trust fund, pooled fund or similar investment.

5.22 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Foundation's property that a prudent investor might delegate in accordance with ordinary business practice.

PART 6. - PROCEEDINGS OF THE BOARD

6.1 Procedure of Meetings

After issue of the certificate of incorporation, a meeting of the Board will be held at which the Directors may:

- (a) appoint officers;

- (b) make banking arrangements;
- (c) appoint an auditor to hold office until the first annual general meeting; and
- (d) transact any other business.

Subsequent meetings of the Board may be held at any time and place determined by the Board, provided that two days' notice of such meeting will be sent to each Director. However, no formal notice will 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 Quorum

The Board may from time to time fix the quorum necessary to transact business, provided that the quorum may be no less than six (6) Directors.

6.3 Chair of Meetings

The Chair of the Foundation will, subject to a Board Resolution appointing another Person, chair all meetings of the Board; but if at any Board meeting the Chair 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 Alternate Chair

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 Calling of Meetings

A Director may at any time, and the Secretary at the request of a Director will, convene a meeting of the Board.

6.6 Notice

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 Motions need not be Seconded

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

6.8 Passing Resolutions

At any meeting of the Board at which only six Directors attend, any issue which is to be decided requires the unanimity of all Directors at the meeting. At any meeting of the Board at which more than six (6) Directors attend, any issue which is to be decided which is not required by these Bylaws or the *Society Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.9 No Casting Vote

The Person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.10 Procedure for Voting

Voting will 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 will be required.

6.11 Resolution in Writing

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 will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will 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 Waiver of Notice by Absent Director

A Director who contemplates being or is absent from British Columbia may, by letter, facsimile, or electronic mail, 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 7. - COMMITTEES

7.1 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees which must be composed only of Directors, as it thinks fit. In considering any such delegation, the Board must consider its fiduciary obligations and obligations pursuant to the *Society Act* in assessing whether the powers or duties proposed to be delegated to, or undertaken by, a committee, might best be performed by the Board as a committee of the whole.

7.2 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish a Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will 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 may determine.

7.3 Meetings

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

7.4 Executive Committee

There may be an Executive Committee consisting of Directors of which there must be at least two.

7.5 Power to Transact Business

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

7.6 Standing and Special Committees

The Board may create such standing and special committees as may from time to time be required, provided that an Investment Committee and a Project Review Committee must be created. Any such committee will limit its activities to the purpose or purposes for which it is appointed, and will 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 will automatically be dissolved.

PART 8. - DUTIES OF OFFICERS

8.1 Election of Officers

At the first meeting of the Board, the Board will elect from among the Directors a Chair together with such other officers as are required in accordance with these Bylaws who will hold office until the first meeting of the Board held after the next following annual general meeting.

8.2 Secretary and Treasurer Required

The Board will 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 and term, if any, of all officers.

8.3 Removal of Officers

A person may be removed as an officer by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

8.4 Replacement

Should the Chair or any other officer for any reason not be able to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

8.5 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Foundation and of the Board.

8.6 Duties of Secretary

The Secretary will be responsible for making the necessary arrangements for:

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

8.7 Duties of Treasurer

The Treasurer will 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.

8.8 Absence of Secretary at Meeting

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

8.9 Combination of Offices of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one person who will be known as the Secretary-Treasurer.

PART 9. – SEAL AND EXECUTION OF DOCUMENTS

9.1 No Seal

The Foundation will not have a seal.

9.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Foundation may be signed by:

- (a) the Chair together with the Secretary or the Treasurer, or
- (b) any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Foundation without any further authorization or formality. The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10. - BORROWING

10.1 Powers of Directors

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.

10.2 Issuance of Debentures

No debenture will be issued without the authorization of a Special Resolution.

10.3 Restrictions of Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

PART 11. - AUDITOR

11.1 Requirement

The Foundation is required to be audited and is required to appoint an external independent auditor with the qualifications described in section 42 of the *Society Act*.

11.2 First Auditor

The first auditor will be appointed by the Board which will also fill any vacancy occurring in the office of auditor.

11.3 Appointment of Auditor at Annual General Meeting

At each annual general meeting, the Foundation will appoint an auditor to hold office until he, she or it is reappointed or his, her or its successor is appointed at the next following annual general meeting in accordance with the procedures set out in the *Society Act*.

11.4 Removal of Auditor

An auditor may be removed by Ordinary Resolution in accordance with the procedures set out in the *Society Act*.

11.5 Notice of Appointment

An auditor will be promptly informed in writing of his, her or its appointment or removal.

11.6 Restrictions on Appointment

No Director, Member or employee of the Foundation will be auditor.

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12. - NOTICES

12.1 Entitlement to Notice

Notices of a general meeting will 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.

12.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, facsimile, or electronic mail, or by first class mail posted to such Person's Registered Address.

12.3 When Notice Deemed to Have Been Received

A notice sent by mail will be deemed to have been given on the fourth 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 will only be effective when actually received. Any notice delivered either personally, by delivery, facsimile, or electronic mail, or by first class mail, will be deemed to have been given on the day it was so delivered or sent, if sent or received on or before 4:00 p.m. local time on a day other than Saturday or Sunday or some other day upon which banks are not open for business in Vancouver, British Columbia.

12.4 Days to be Counted in Notice

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 will not, but the day on which the event for which notice is given will, be counted in the number of days required.

PART 13. - MISCELLANEOUS

13.1 Inspection of Records

The documents, including the books of account, of the Foundation and minutes of meetings of the Board will be open to the inspection of Members upon reasonable notice to the keeper of such documents.

13.2 Reporting Obligation

The Board will provide to each of the Founders a copy of the audited financial statements of the Foundation upon their acceptance by the Members. On a calendar quarterly basis, the Board will, subject to compliance with all applicable privacy legislation and the *Society Act*, provide a timely report to the Founders of all approved grant or other funding applications together with a short summary of the purpose of each grant or other funding application.

13.3 Participation in Meetings

Any meeting of the Foundation, the Board or any committee may also be held, or any Member, Director or committee member may participate in any meeting of the Foundation, the Board or any committee, by telephone or video conference call or similar communication equipment so long as all the Members, Directors, or Persons participating in the meeting can hear and respond to one another. All such Members, Directors, or Persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote recorded by the Secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

13.4 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have been given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

13.5 Right to Become Member of other Society

The Foundation will 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.

13.6 Not a Reporting Society

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 is not a "reporting society".

PART 14. - INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Foundation will be indemnified by the Foundation against all costs, charges and expenses reasonable incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Foundation.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Foundation will indemnify and hold harmless every Person heretofore, now or hereafter serving as a Director or officer of the Foundation and that Person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer 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 the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Foundation will 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 each officer of the Foundation on being elected or appointed will be deemed to have contracted with the Foundation upon the terms of the foregoing indemnities.

14.5 Indemnification not Invalidated by Non-Compliance

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 will not invalidate any indemnity to which he or she is entitled under this part.

14.6 Purchase of Insurance

The Foundation may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

PART 15. – PROXY VOTING

15.1 Timing for Deposit of Proxy

Unless the Directors otherwise determine, the instrument appointing a proxyholder must be deposited at the place specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxyholder proposes to vote, or deposited with the chair of the meeting immediately prior to the commencement of the meeting.

15.2 Entitlement to Proxy Vote

A Member must be alive on the date of the meeting for a valid vote to be given in accordance with the terms of a proxy. A Member who is not mentally competent cannot execute a proxy. A

proxy may be revoked by the Member at any time prior to the deposit of the proxy in accordance with Bylaw 15.1 hereof.

15.3 Form of Proxy

An instrument appointing a proxyholder must be in the form following:

COAST CONSERVATION ENDOWMENT FUND FOUNDATION

The undersigned hereby appoints _____, of _____
(or, failing her/him _____, of _____), as proxy
for the undersigned to attend at and vote for and on behalf of the undersigned at the
general meeting of the Foundation to be held on the _____ day of _____,
20____.

Signed this _____ day of _____, 20____.

"Signature of member"

15.4 Termination of Proxy

A proxy is only valid for one meeting and any adjournment thereof.

PART 16. - BYLAWS

16.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to and upon request the Board will provide him or her with a copy of the Constitution and Bylaws.

16.2 Special Resolution required to Alter or Add to Bylaws

Subject to Bylaw 4.19, these Bylaws will not be altered or added to except by Special Resolution.



Form 10
(Section 66 and 67)

Certificate of
Incorporation No. S-48505

SOCIETY ACT

I CERTIFY THIS IS A COPY OF A
DOCUMENT FILED ON

COPY OF RESOLUTION

JAN 21 2005

The following is a copy of

- a special resolution * passed
- an ordinary resolution
- a directors' resolution

Howell
17 JOHN S. POWELL
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

in accordance with the by-laws of the Society on the 19 day of January, 2005 :
(Day) (Month) (Year)

Alteration to Constitution

RESOLVED as a special resolution that the Constitution of the Foundation be altered by deleting therefrom paragraph 2(c) in it entirety and by substituting therefor the following as a new paragraph 2(c):

"2.(c) to provide funding for conservation, protected area and cultural zone resource planning by First Nations within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas."

Dated this 20th day of January, 2005 ."
(Day) (Month) (Year)

COAST CONSERVATION ENDOWMENT FUND FOUNDATION

(Name of Society)

by *Utthappa* _____ Solicitor
(Signature) (Relationship to Society)

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is the **COAST CONSERVATION ENDOWMENT FUND FOUNDATION.**
2. The purposes of the Foundation are:
 - (a) to support conservation by First Nations within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas;
 - (b) to provide funding for First Nations based research into best practices for the conservation, management and monitoring of wildlife and air, water, marine, forest and other natural resources within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas;
 - ~~(c) to provide funding for conservation, protected area and cultural zone resource planning utilizing ecosystem based resource management by First Nations within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas;~~
 - (d) to provide funding for First Nations based conservation initiatives, including Watchman and other programs which protect wildlife and air, water, marine forest and other natural resources within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas;
 - (e) to provide funding for habitat restoration and other conservation and resource management activities by First Nations within the Central Coast and North Coast of British Columbia, and Haida Gwaii, including islands and coastal areas;
 - ~~(f) to receive bequests, legacies, donations, gifts, funds and property from all sources, including those from other charitable organizations, and to hold and invest such funds and property and to administer and distribute such funds and property for the purposes of the Foundation;~~
 - (g) to develop sources of income as may from time to time be appropriate, including without limiting the foregoing, carrying on such business or other activities as are incidental to the foregoing purposes and to further the purposes of the Foundation;
 - (h) 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.

Amended
by Special Resolution
filed with the Registrar of Companies, B.C.
on 10 Jan. 2005

Amended
by Special Resolution
filed with the Registrar of Companies, B.C.
on 10 May 2007

3. The activities of the Foundation will be carried on without purpose of gain for its members and any income, profits or other accretions to the Foundation will be used in promoting the purposes of the Foundation.
4. Upon 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 the 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, will be distributed to such "qualified donees", as defined by the *Income Tax Act*, as are designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes.
5. Paragraphs 3, 4 and 5 are unalterable.

Paragraphs
6, 7 & 8 added
..... by Special Resolution
filed with the Registrar of Companies the
..... day of *May* 20 *07*.