



SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

R.R. SMITH MEMORIAL FUND FOUNDATION

has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

July 11, 2000

JOHN S. POWELL

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Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

FORM 3

Society Act

CONSTITUTION

1. The name of the society is R.R. Smith Memorial Fund Foundation (the "society").
2. The purposes of the society are to advance public education in British Columbia and in developing countries by
 - a) providing scholarships and bursaries to
 - i) doctoral students in any area which advances public education, and
 - ii) deserving students, to enable them to attend post-secondary educational institutions,
 - b) making and administering grants to Canadian registered charitable organizations, the purposes of which are similar to those of the society,
 - c) acquiring school materials, books, equipment, and supplies of all kinds, and donating them to schools,
 - d) providing funding to support innovative projects which advance public education,
 - e) working co-operatively with governments in Canada and other countries, and other charitable organizations, to accomplish these purposes,
 - f) soliciting, collecting, receiving, acquiring, holding and investing money and property, both real and personal, received by gift, contribution, bequest devised, or otherwise, selling and converting property, both real and personal, into cash, and using the funds of the society and the proceeds, income, rents, and profits derived from any property of the society in furtherance of the purposes set out above,
 - g) doing all such things as may be incidental or ancillary to the attainment of these purposes, and

Any activities of the society carried on outside Canada must be carried on by employees of the society, or pursuant to an agency agreement. This provision is unalterable.

The activities and purposes of the society must be carried on without purpose of gain for its members and any income, profits or other accretions must be used to promote the purposes of the society. This provision is unalterable.

Directors must not be remunerated for acting as directors, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the society. This provision is unalterable.

6. In the event of the winding-up or dissolution of the society, all the assets of the society remaining after the payment or satisfaction of all its liabilities, including the remuneration (if any) of a liquidator, and after payment to employees of the society of any arrears of salaries or wages, and after payment of any debts of the society, must be given to organizations which are registered charities as described in the Income Tax Act (Canada) and which
 - (a) have purposes similar to those of the society, or
 - (b) are designated by the members of the society at the time of winding-up or dissolution. This provision is unalterable.
 - (1) The funds and property of the society must be used and dealt with only for its purposes in accordance with its constitution and bylaws.
 - (2) The society must invest its funds only in securities in which trustees are authorized by law to invest.

This provision is unalterable.

BYLAWS *Part 1 -
Interpretation*

- 1.1 In the constitution and these bylaws,
- a) "the society" means R.R. Smith Memorial Fund Foundation,
 - b) "directors" means the directors of the society for the time being,
 - c) the singular includes the plural and vice versa,
 - d) persons include corporations and associations, e) "AGM" means the annual general meeting,
 - f) "general meeting" includes both the AGM and special general meetings, g) "Act" means the Society Act, R.S.B.C. 1996 c.433, and
- 1.2 h) "registered address" of a member means the address as approved in the register of members.
- 1.3 These bylaws can only be changed by special resolution.
- 1.4 On being admitted to membership, each member is entitled to, and the society must on request give the member without charge, a copy of the constitution and these bylaws.

Part 2 - Membership

- 2.1 The members of the society are the applicants for incorporation, and those persons who subsequently have become members, in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2 A person may apply to the directors for membership, and on acceptance by the directors becomes a member. The directors may refuse or postpone an application.
- 2.3 Every member must uphold the constitution and comply with these bylaws.
- 2.4 The amount of annual membership dues, if any, and the date for their payment, must be determined by the directors.
- 2.5 A person ceases to be a member on a) resigning in writing,
b) death,
c) being expelled, or
d) 30 days after becoming a member not in good standing.
- 2.6 A person becomes a member not in good standing if the member fails to pay
- a) annual membership dues by or before the time set for their payment by the directors, or
 - b) a debt due and owing to the society.
- 2.7 1) A member may be expelled by a special resolution passed at a general meeting.
- 2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 3) The person who is the subject of a 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.
- 2.8 Membership is not transferable.

Part 3 - Meetings of Members

General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the directors decide.

- 3.2 Every general meeting, other than an AGM, is a special general meeting.
- 3.3 The directors may, when they think fit, convene a special general meeting.
- 3.4
 - 1) Notice of a general meeting must specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - 2) The accidental omission to give notice of a general 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.
- 3.5 The first AGM must be held not more than 15 months after the date of incorporation and after that an AGM must be held at least once in every calendar year and not more than 15 months after the last preceding AGM.

Part 4 - Proceedings at General Meetings

- 4.1 Special business is
 - a) all business at an special general meeting except the adoption of rules of order, and
 - b) all business transacted at an AGM, except
 - i) consideration of the financial statements, 'ii) the report of the directors, iii) the report of the auditor, if any, iv) election of directors, v) appointment of the auditor, if required, and
 - vi) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 Quorum at a general meeting is three members present at all times.
 - 1) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
 - 3) If at any time during a general meeting there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. 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 stands 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, providing there is never less than three members present at all times.
- 4.3 If at a general meeting
- 4.4 Subject to bylaw 4.5, the president, the vice-president, or in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.5 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 chair, the members present must choose one of their number to be chair.

- 4.6 1) A general meeting may be adjourned from time to time and from place to place, but no
 - business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) Except in the case of a general meeting adjourned under bylaw 4.3, when a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
 2) In case of a tie vote the chair does not have a casting or second vote, and the proposed resolution fails.
- 4.8 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) Proxy voting is prohibited.
- 4.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order. If a meeting does not adopt other rules, then Robert's Rules of Order (Newly Revised) must be used.

Part 5 - Directors and Officers

- 5.1 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to a) all laws affecting the society,
 b) these bylaws, and
 c) rules, not being inconsistent with these bylaws, which may be 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.
- 5.2 1) There must be five directors, or such greater number as may be determined by ordinary resolution at an AGM, but not more than seven directors.
 2) Two directors must be appointed each year by and from the directors of the British Columbia Retired Teachers' Association.
 3) The remaining directors must be elected at the AGM, and have terms of one year.
 4) Directors may be re-elected.
- 5.3 1) A director must be a member.
 2) Elections must be by secret ballot.
- 5.4 The directors must elect from amongst their number a president, a vice-president, a secretary, and a treasurer. A director must not hold more than one such office.
- 5.5 1) The directors may at any time and from time to time appoint a member to fill a vacancy in the directors which arises between AGMs.
 2) A director so appointed holds office only until the conclusion of the next following AGM, but is eligible for re-election at that meeting.
- 5.6 No act or proceeding of the directors is invalid only by reason of there being less than five directors, or the number of directors determined by an AGM, in office.
- 5.5 A director ceases to be a director if the director

- a) is absent from three regular directors' meetings in one year without the consent of the directors,
 - b) dies,
 - c) ceases to be a member, or
 - d) resigns in writing.
- 5.8 The members may, by special resolution, remove a director before the end of the director's term of office, and may elect a successor to complete the term of office.
- 5.9 Subject to the Act, the society must indemnify a director or former director of the society, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the society, if a) the director acted honestly and in good faith with a view to the best interests of the society, and
b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.
- 5.10 The society may purchase and maintain insurance for the benefit of a director against personal liability incurred by the director as a director.

Part 6 - Proceedings of Directors

- 6.1
- 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 is a majority of the directors then in office.
 - 3) The president is chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president must act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.
 - 4) A director may at any time, and the secretary, on the request of a director, must, call a meeting of the directors.
- 6.2
- 1) The directors may delegate any, but not all, of their powers to committees consisting of directors or members or directors and members, 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 next following meeting of the directors.
- 6.3 A committee must elect a chair, 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 chair.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 When a meeting of directors is held immediately following the appointment or election of a director or 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 is present.
- 6.6 A director may waive in writing notice of meetings of the directors, and until the waiver expires or is withdrawn no notice of such meetings need be sent to that director.
- 6.7 Questions arising at meetings of the directors and committees must be decided by a majority of votes.

2) In case of an equality of votes the chair does not have a second or deciding vote.

3) No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chair of a meeting may move or propose a resolution.

- 6.8 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.
- 6.9 A person may participate in a meeting of the directors or a committee by electronic means. Each participant in such a meeting must be able to communicate with all the others, and is deemed to be present and to have agreed so to participate.
- 6.10 Subject to the Act and these bylaws, the directors may adopt rules of order, but if they do not do so then Robert's Rules of Order (Newly Revised) must be used.

Part 7 - Duties of Officers

- 7.1 1) The president must preside 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.
- 7.2 The vice-president must carry out the duties of the president during the president's absence.
- 7.3 The secretary must
- 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 which must be kept by the treasurer,
 - e) have custody of the common seal of the society, and
 - f) maintain the register of members.
- 7.4 a) keep the financial records, including books of account, necessary to comply with Act, and b) render financial statements to the directors, members and others when required.
- 7.5 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary.

Part 8 - Seal

- 8.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal must 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 treasurer.

Part 9 - Borrowing

- 9.1 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.
- 7.2 No debenture can be issued without the sanction of a special resolution.

2 **SECURITY BAR**
Jacqueline Harman
(witness signature)
Jacqueline Harman
(print witness name)
2052 Browse Rd
(witness address)
Kelowna, BC V1Z3S8
(witness address)

Lillian Victoria Holeton (Victoria)
SECURITY BAR
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3 **SECURITY BAR**
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Jacqueline Harman
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4 **SECURITY BAR**
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Jacqueline Harman
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Robert Peacock
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5 **SECURITY BAR**
Jacqueline Harman
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Jacqueline Harman
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