

SCHEDULE "A"

NORTH SHORE TWELVE STEPS CLUB

CONSTITUTION

(1) CHANGED
DEC. 13 '91

The name of the Society is NORTH SHORE TWELVE STEPS CLUB.

The object of the Society is:

(a) To establish, maintain, operate and conduct a social club for the accommodation, recreation and convenience of the members of the Society and others;

(b) To conduct a buffet and dining room service for the use or benefit of the members of the club and guests of members, to buy, cook, provide, make and sell meals, food, tobacco, cigars and all other things commonly or conveniently consumed in a club.

(c) To provide all things necessary for billiards, bowling, cards and other games and for dancing, musical, dramatic and other social entertainment.

(d) To apply for and obtain all such licenses and permits from Municipal, Provincial or other proper authority as may be requisite for the purpose of the club.

(e) To supply and render services of a charitable nature to poor and needy persons.

To promote athletic sports of all kinds.

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FILED AND REGISTERED (f)
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(3) The operations of the Society are to be chiefly carried on in the City of North Vancouver.

(4) *ADDED 10 AUG 00*

SCHEDULE "B"

ARTICLE 1

TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

(a) ELIGIBILITY

Membership in the Society shall be those persons evidencing an interest in the objects of the Society. All applications for membership shall be submitted to the Board of Directors and upon approval by the Board, the applicant shall become a member.

(b) CLASSES OF MEMBERSHIP

There shall be no distinction in classes of membership.

(c) RIGHTS OF MEMBERS

A member shall be deemed to be in good standing when he has paid his current yearly membership fee.

(d) MEMBERSHIP FEES

The yearly membership fee shall be determined at the annual general meeting.

ARTICLE 2

CONDITIONS UNDER WHICH MEMBERSHIP CEASES AND MANNER IN WHICH A MEMBER MAY BE EXPELLED

(a) RESIGNATIONS

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation.

(b) EXPULSION OF MEMBERS

Any member who fails to conform to the By-Laws of the Society or who fails otherwise to conform to the accepted standards of membership, may have his membership suspended or revoked, or may be otherwise disciplined by a vote of the Board of Directors.

If the Board of Directors shall suspend or revoke a member or otherwise discipline a member, he may within 60 days of notifying the Secretary of the Society, in writing of his desire to appeal to the Board of Directors and such action shall be considered and decided upon at the next Board of Directors meeting.

(c) FAILURE TO PAY FEES

Upon the failure of any member to pay annual membership fee, any subscription, or indebtedness due to the Society, the Directors may cause the name of such member to be removed from the Register of Members, but such member may be re-admitted to membership by the Directors upon such evidence as they may consider satisfactory.

ARTICLE 3

MONTH FOR HOLDING ANNUAL GENERAL MEETING AND MODE OF AND NOTICE REQUIRED FOR CALLING GENERAL AND SPECIAL MEETINGS OF THE SOCIETY AND NUMBER CONSTITUTING A QUORUM AT ANY SUCH MEETING, AND RIGHTS OF VOTING

(a) TIME OF ANNUAL GENERAL MEETING

The annual general meeting shall be held during the month of September in each year at a place within the Province and on a day to be fixed by the Board of Directors, and 7 days notice of such meeting shall be mailed or handed to all members by the Secretary. In addition to the annual general meeting there shall be membership meetings approximately every three months on a day to be fixed by the Board of Directors, and seven days notice of such meeting shall be given to members by posting on the club premises.

(b) QUORUM

A quorum for the transaction of business at any meeting ~~of members shall consist of not less than 15 members~~ present in person.

(c) VOTING

Every member in good standing who is personally present shall be entitled to one vote. There shall be no voting by proxy.

ARTICLE 4

APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS AND REMUNERATION

(a) BOARD OF DIRECTORS

The affairs of the Society shall be managed by a Board of Directors, each of whom at the time of his election and throughout his term of office shall be a member of the Society, who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the By-Laws of the Society or by law expressly directed or required to be done by the Society at a meeting of the members or otherwise.

(b) CONSTITUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Society shall consist of 9 members being the President, Vice-President, Secretary-Treasurer, and 6 other Directors.

(c) APPOINTMENT OF A BOARD OF DIRECTORS

The Directors of the Society shall be elected and shall retire in rotation. At the first annual general meeting, four of the Directors shall be elected for a term of one year or until the next annual general meeting (whichever occurs first) and five of the Directors shall be elected for a term of two years or until the second annual general meeting thereafter (whichever occurs first). Thereafter, at each annual general meeting Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of two years or until the second annual general meeting thereafter (whichever occurs first).

The Directors shall not be elected to specific positions by the membership but the Directors so elected shall meet following the annual general meeting and determine which of its board shall act as President Vice-President and Secretary-Treasurer until the next annual general meeting.

In the event that the position of any director be vacated for any reason during his term of office then the position shall be filled by appointment by the remaining directors from the general membership and the person appointed shall hold office for the unexpired term of the vacated office.

(d)

REMUNERATION

No member of the Board of Directors shall receive any remuneration from the Society for services rendered as a member of the Board of Directors of the Society.

(e) DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

(i) The President:

The President shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all resolutions and membership certificates.

(ii) The Vice-President:

The Vice-President shall assist the President in co-ordinating the affairs of the Society and act as liaison between the Board of Directors and certain appointed committees. The Vice-President shall assume the duties of the President in the absence of the latter.

(iii) The Secretary-Treasurer:

The Secretary-Treasurer shall communicate or cause to be communicated notices for all meetings for the Board of Directors and members when directed so to do, and shall have charge of the Minute Books of the Society, sign with other signing officer or officers of the Society such instruments as require his signature and shall perform such other duties as the terms of his engagement call for or the Board of Directors may from time to time require of him. He shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or when ever required of him, an account of all his transactions as Treasurer, and of the financial position of the Society.

(iv) Other Members of the Board:

Other members of the Board of Directors shall perform the functions and duties as determined from time to time by the Board of Directors and the members of the Society.

(f) MEETINGS OF DIRECTORS

Directors meetings may be held at such time and at such places as the Directors may from time to time determine, but as a general rule there shall be not less than ~~one meeting~~ ~~per month~~ of the Board of Directors. A majority of the Directors shall form a quorum for the transaction of business.

(g) COMMITTEES

Committees shall be created by the Board of Directors as the need arises. The Board of Directors shall prepare a brief as to the duties of the particular committee. The Committee chairman shall be appointed by the President. The Committee chairman shall then appoint the required number of members necessary to carry out the Committee's function.

ARTICLE 5

EXERCISE OF BORROWING POWERS

(a) BORROWING FOR THE PURPOSE OF CARRYING OUT THE OBJECTS OF THE SOCIETY

The Directors may borrow or raise or secure the payment of money in such manner as they think fit.

ARTICLE 6

(a) APPOINTMENT OF AUDITORS

The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine.

(b) RIGHTS AND DUTIES OF AUDITORS

The Auditors shall make a report to the members and the Directors on the account examined by them and on every balance sheet and statement of expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state (a) whether or not they have obtained all the information and explanations they have required, and (b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.

ARTICLE 7

CUSTODY AND USE OF THE SEAL OF THE SOCIETY

SEAL ADOPTED

The Board of Directors may adopt a seal which shall be the common seal of the Society, and the responsibility for its custody and use from time to time shall be determined by the Board of Directors.

ARTICLE 8

ALTERATION OF BY-LAWS BY EXTRAORDINARY RESOLUTION,
STATING REQUISITE MAJORITY

REQUISITE MAJORITY

The By-Laws of the Society shall not be altered or added to except by an extraordinary resolution of the Society. For all purposes of the Society, "extraordinary resolutions" shall mean a resolution passed by a majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution has been duly given, ~~such majority being three quarters.~~

ARTICLE 9

PREPARATION AND CUSTODY OF MINUTES OF
PROCEEDINGS OF MEETINGS OF THE SOCIETY
AND OF THE DIRECTORS, AND OTHER BOOKS
AND RECORDS OF THE SOCIETY

(a) BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

(b) BOOKS OF ACCOUNT

The Books of Account shall be kept at such place in British Columbia as the Directors think fit, and shall at all times be open to inspection by the Directors.

(c) FISCAL YEAR

The fiscal year of the Society shall terminate on a day in each year to be fixed by the Board of Directors and the financial statements of the Society's affairs for presentation to the members at the annual meeting shall be made up to that date.

ARTICLE 10

TIME AND PLACE IF ANY AT WHICH THE BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY THE MEMBERS

INSPECTION OF BOOKS BY MEMBERS

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be opened to the inspection of the members not being Directors. The books and records of the Society shall be open to the inspection of members upon written request to the full Board of Directors stating reasons for inspection and the books shall be produced by the Directors to the members within a reasonable time.

DATED at the City of Vancouver, in the Province of British Columbia, this 14th day of JUNE A.D. 1973.

SUBSCRIBERS

<u>Name of Subscriber</u>	<u>Address</u>	<u>Occupation</u>	<u>Witness</u>
<u>Eleanor Randall</u> Eleanor Randall	# 101, 130 W. KEITH <u>NORTH VAN</u> 926-3312	MANAGERESS 'TAKE 5' FASHIONS.	<u>[Signature]</u>
<u>Frank B. Totten</u> Frank B. Totten	722 East 3 rd St. <u>NORTH VANCO</u> 988-4678	SALES MGR.	<u>[Signature]</u>
<u>Robert A. Matthews</u> Robert A. Matthews	2055 SW MARINE <u>VANCOUVER 14 BC</u> 2638364	SALES MAN	<u>[Signature]</u>
<u>Russ Dowler</u> Russ Dowler	3088 - DUCHESS AVE <u>N. VAN</u> 985-2924	Sales Engineer	<u>[Signature]</u>
<u>Don Yenor</u> Don Yenor	4343 ERWIN DR <u>West VAN</u> 926-1887	MAINTENANCE	<u>[Signature]</u>
<u>Denis P. Hanberry</u> Denis P. Hanberry	477 BRAND <u>NORTH VAN</u> 987-5795 B.C.	BUSINESS MAN	<u>[Signature]</u>
<u>G. B. Bonner</u> G. B. Bonner	2076 Springer <u>Burnaby</u> 291-0715	Engineer	<u>[Signature]</u>
<u>Charles S. Maxwell</u> Charles S. Maxwell	2995 Altamont Cresc <u>W. Vancouver</u> 926-4957	Businessman	<u>[Signature]</u>

Name of Subscriber

Address

Occupation

Witness

R Strain
Robert Strain

1349 EMERSON Way
N. VAN.
929-4713

Sales.

[Signature]

W.L. Williams
W.L. Williams

328 W 2ND
N. VAN
980-4364

CARPENTER

[Signature]

T. Wymenga
T. Wymenga

#306 1345 Chesterfield
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985-3832

Car & Truck Sales

[Signature]

James Lugsdin
James Lugsdin

3080 ROSEBURY AVE
WEST VAN
926-4875

PHYSICIAN

[Signature]

W.F. JOHNSON
W.F. Johnson

1960 ALBERNI ST #603
Vancouver
688-6806

Mining Executive

[Signature]

DOROTHY L. CHERRY
Dorothy L. Cherry

#308-2760
NORTH VANCO
988-7645

Homeowner

[Signature]

S. Kim Saville
S. Kim Saville

136 - E - 59th Ave.
VAN. 15, B.C.
324-4307

assembler

[Signature]