

DUPLICATE

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

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CERTIFIED TRUE COPY OF A DOCUMENT
FILED WITH THE REGISTRAR OF COMPANIES

Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

OCT 2 2009

A handwritten signature in cursive script, appearing to read "Ron Townshend".

3
RON TOWNSHEND
REGISTRAR OF COMPANIES
PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY THAT

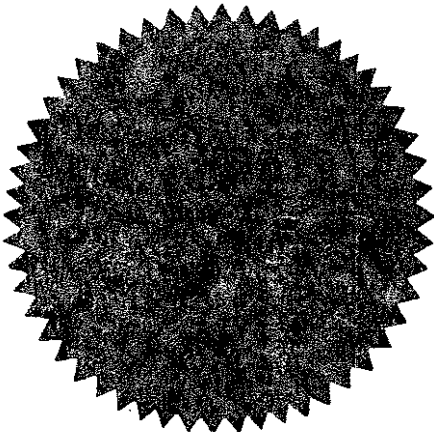
THE TETRAHEDRON SKI CLUB

HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN, UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA

THIS 20TH DAY OF MARCH, 1991



DAVID W. BOYD
REGISTRAR OF COMPANIES

SOCIETY ACT

CONSTITUTION

1. The name of the Society is "THE TETRAHEDRON SKI CLUB"
2. The purposes of the Society are:
 - (a) to promote and foster and assist the sport of backcountry skiing.
 - (b) to enter into agreements and contracts with Government Agencies, Corporations, Individuals, and Societies in order to effect these purposes.
 - (c) to raise funds, receive grants and expand same to effect these purposes.
3. The Society will be carried on without purpose of gain for its members and any and all profits and other accretions to the Society will be used for promoting its purposes.
4. In the event of the winding up or dissolution of the Society, the funds and assets remaining after the satisfaction of all debts and liabilities, will be paid or transferred to one or more registered charities, as defined in the INCOME TAX ACT (Canada), as may be determined by the members or former members at the time of winding up or dissolution.
5. This Clause 5 and Clauses 3 and 4 are unalterable.

TETRAHEDRON SKI CLUB

BY-LAW I

DEFINITIONS AND INTERPRETATION

- 1.01 Any words or phrases defined in the Society Act shall if they are not inconsistent with the subject or context hereof, bear the same meanings in these By-laws.
- 1.02 "Directors" means the Directors of the Society for the time being.
- 1.03 "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- 1.04 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.
- 1.05 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.
- 1.06 The Rules of Construction contained in the Interpretation Act shall apply, mutatis mutandis, to the interpretation of these By-laws.
- 1.07 The term "Society" refers to the Tetrahedron Ski Club.

BY-LAW II

MEMBERSHIP

2.01 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-laws and, in either case, have not ceased to be members.

2.02 CATEGORIES OF MEMBERS

FAMILY MEMBERSHIP: two or more family members excluding children 18 years or older may apply.

SINGLE MEMBERSHIP: is any natural person or body corporation who applies and is accepted as a full member.

2.03 APPLICATION FOR MEMBERSHIP

(a) any person, family, firm or body corporate desiring to become a member may apply for membership by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant and by payment of the appropriate membership fee prescribed pursuant to these By-laws.

(b) The Directors shall consider each applicant for membership and may accept or reject any application for membership. If the application for membership is rejected, the membership fee shall be returned to the applicant. If the application for membership is accepted, the applicant shall be a member of the Society as of the date of such acceptance or as of such other date as the Directors determine.

2.04 OBLIGATIONS OF MEMBERSHIP

Every member shall uphold the Constitution and comply with these By-laws and all rules and regulations from time to time passed by the Society.

2.05 WITHDRAWAL, SUSPENSION AND EXPULSION OF MEMBERS

(a) A person shall cease to be a member of the Society

(i) By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society.

(ii) On his death

(iii) On being expelled.

(b) The members may by special resolution suspend or expel any member for conduct contrary to the best interests of the Society. The member concerned shall be given proper notice of the meeting at which the vote is to be taken and shall be entitled to appear and address the meeting but shall not be allowed to vote, or if such member being otherwise entitled to vote does vote, such vote shall not be counted.

(c) A member shall cease to be a member upon failure to pay any dues as prescribed under the By-laws.

2.06 NON-TRANSFERABILITY OF MEMBERSHIP

Membership in the Society is non-transferable

2.07 FEES, DUES

The amount of annual membership dues shall be (\$20.00) twenty dollars for a family membership, and (\$12.00) twelve dollars for a single membership, or as determined by special resolution at an annual general meeting

BY-LAW III

GENERAL MEETING

3.01 The annual general meeting of the Society shall be held between November 1st to December 15th of each year.

3.02 A Special General meeting of the Society may be called at any time by the President and or the Directors. In addition, ten (10%) or more of the members may at any time, by notice in writing specifying the purpose of the meeting, such notice to be signed by three of them and delivered to the Secretary of the Society, require the Directors to call a Special General meeting of the Society, and the Directors shall thereupon immediately call a Special General meeting of the Society.

3.03 Notice of a general meeting shall be given with not less than (14) days notice and shall specify the place, the day and the hour of the meeting and in the case of special business, the nature of the business.

3.04 Robert Rules shall be followed at all meetings.

3.05 The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any member shall not invalidate proceedings at any meeting.

3.06 (a) each single member shall, at all meetings of the Society at which he is present, be entitled to one vote on each resolution before the meeting.

(b) a family member shall, at all meetings of the Society, be entitled to (2) votes on each resolution, so long as at least 2 such members are present. If only one family member is present, then that member shall have one vote.

3.07 In the case of an equality of votes, the Chairman shall not have a casting vote in addition to the vote to which he is entitled as a member.

3.08 All members of the Society, whether or not entitled to vote, shall be entitled to attend and speak at any general meeting of the Society.

3.09 ADJOURNMENT

The Chairman of any meeting may with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before and dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.10 At all general meetings of the Society every question shall be decided by a simple majority of the votes of members entitled to vote who are present in person, unless otherwise required by these By-laws. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member entitled to vote. Upon a show of hands, every member entitled to vote shall have one vote, and unless a poll be demanded a declaration of the Chairman of the meeting that a resolution has been passed or not passed and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, such poll shall be taken in such manner as the Chairman of the meeting shall direct and a result of such poll shall be deemed a decision of the meeting upon the matter in question.

- 3.11 (a) Quorum shall consist of 5 members present in person or a greater number that the members may determine by ordinary resolution.
- (b) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

3.12 The President of the Society shall act as Chairman at all meetings of the Society, and in his absence, the Vice-president.

- 3.13 If at a general meeting;
- (a) there is no President, or Vice-president, within thirty minutes after the time appointed for holding the meeting; or
 - (b) the President and Vice-president present is unwilling to act as Chairman;

the members present shall choose a member to be the chairman of the meeting.

- 3.14 No member may vote by proxy.

BY-LAW IV

DIRECTORS

4.01 There shall be a Board of Directors, not being less than eight (8) in number, or a greater number determined by ordinary resolution at a general meeting.

4.02 The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authorities given by these By-laws, or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts and things on its behalf as are not by the Society Act, the Constitution or By-laws of the Society required to be exercised or done by the Society at a general meeting, and the Directors shall have full power to make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the Constitution of the Society and the By-laws.

4.03 No Director shall be paid for services as a Director.

4.04 Only members in good standing in the Society are eligible to be Directors of the Society.

4.05 The Directors shall be elected to hold office at the Society's annual general meeting and shall hold office in accordance with these By-laws.

4.06 For the first annual general meeting, (4) Directors shall be elected for a one year term and (4) Directors each for two year terms, and thereafter each director shall be elected for a two year term.

- 4.07 The office of a Director shall be vacated if:
- (a) a Director resigns by notice in writing to the Society
 - (b) a Director is removed in accordance with the By-laws
 - (c) If the Director is removed from office by Special Resolution.
- 4.08 (a) The Directors may at any time and from time to time appoint a member as Director to fill a vacancy in the Directors.
- (b) A Director so appointed, holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

BY-LAW V

DIRECTORS MEETINGS

- 5.01 The President shall be Chairman of all meetings of the Directors, and in his absence, the Vice-president.
- 5.02 The quorum necessary for the transaction of business of the Directors shall be four Directors.
- 5.03 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. Questions arising at any meetings shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote. Meetings of the Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution from time to time determine, provided that no notice of the meeting following the annual meeting is necessary.
- 5.04 A Director who may be absent temporarily from British Columbia, may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, fax or cable of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) no notice of meeting of the Directors need be sent to that Director, and
 - (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.

5.05 Directors meetings shall be convened at the call of the President or Vice-president or by the Secretary on the direction of any two Directors.

5.06 The Directors of the Society shall use Roberts Rules of Order.

BY-LAW VI

OFFICERS

6.01 The Directors shall annually elect from amongst themselves a President, Vice-president, Secretary, Treasurer and all officers. They shall hold office until their successors are duly elected, or until removed from office in accordance with the By-laws.

6.02 The Secretary will:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and Directors;
- (c) keep minutes of all meetings of the Society and Directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members.

6.03 The Treasurer shall prepare or cause to be prepared, maintain and have charge of the financial books and records of the Society and shall record or cause to have recorded therein all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure took place, the assets and liabilities of the Society and all other transactions affecting the financial position of the Society, and shall deliver a financial report at each annual general meeting.

6.04 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary for that meeting.

COMMITTEES

The Directors may by resolution, appoint one or more committee, each consisting of two or more natural persons to serve at the pleasure of the Directors, and may assign to any such committee, such powers exercisable on such terms as the Directors may specify by resolution.

CONDUCT OF THE AFFAIRS OF COMMITTEES

7.01 The following provisions apply to all committee constituted or appointed:

(a) Minutes

Each committee will keep regular minutes of their transactions, will record those minutes in books kept for that purpose and will report their transactions to the Directors at such times as the Directors may from time to time require;

(b) Overriding Power

The Directors have the power to revoke any authority given to or override any acts to be undertaken by any committee and power to terminate the appointment, change the membership of or fill any vacancies in any committee;

(c) Rules

Any committee may make rules for the conduct of it's business;

(d) Quorum

A quorum for the meeting of any committee will be a majority of all the members of that committee in attendance in person or by their lawfully appointed alternates;

7.02 A resolution proposed at a meeting of a committee of Directors shall be seconded and the chairman of the meeting may propose a resolution.

BY-LAW VII

INSPECTION BY MEMBERS

8.01 The Directors shall from time to time determine whether and to what extent and at what time and place and under which conditions or regulations the accounts, books and records of the Society shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have the right to inspect any account, book or record of the Society except as conferred by law or authorized by the Directors or by a resolution of the members, whether previous notice thereof has been given or not.

BY-LAW VIII

ACCOUNTS

9.01 The Directors shall cause true accounts to be kept of:

- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditure took place;
- (b) the assets and liabilities of the Society;
- (c) all other transactions affecting the financial position of the Society;
- (d) the President, Secretary and Treasurer shall be signing officers of the Society, and no cheque issued by the Society shall be valid unless signed by 2 of them.

9.03 Any auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the auditor.

9.04 The auditor of the Society is entitled to attend a general meeting of the Society and to receive every notice and other communication relating to the meeting that a member is entitled to receive.

9.05 The Directors shall present to the members of the Society at each annual general meeting a financial statement for the Society, prepared as of the last day of the last completed fiscal year, which statement shall include a balance sheet and statement of income and expenditure and shall be audited and signed by the auditor of the Society or if there is not auditor, by two (2) Directors, provided that the financial statement shall be for the period ending not more than 6 months prior to the annual general meeting.

9.06 The fiscal year of the Society will be the calender year or such other periods as may be determined by the Directors.

BY-LAW IX

BORROWING

10.01 For the purpose of carrying out the objects of the Society, the Directors may borrow or raise or secure payment of money in such manner as they think fit, and in particular but without limitation, the Directors may from time to time:

- (a) borrow money on credit of the Society; and
- (b) issue, sell or pledge securities of the Society; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Society;

provided that a debenture of the Society shall not be issued without the sanction of a special resolution of the Society.

10.02 From time to time the Directors may authorize any Director, officer or employee of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally manage, transact and settle the borrowing of money by the Society.

BY-LAW X

INVESTMENT OF FUNDS

11.01 The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the Bank Act of Canada or a Credit Union governed by the Credit Union Act of the Province of British Columbia or may be invested in securities in which trustees are for the time being authorized by law to invest.

BY-LAW XI

THE SEAL

12.01 The seal of the Society shall be under the custody of the Secretary of the Society and shall not be affixed to any instrument except by and in the presence of the President or a Vice-President and the Secretary or the Treasurer or in the presence of such officer, officers, Director or Directors as may be prescribed in a resolution of the Directors.

BY-LAW XII

BY-LAWS

13.01 Any notice, required or permitted to be given under the provisions of these By-laws shall be in writing and shall be given by personal service, by phone, fax, telex, telegram, or by mail, with postage fully prepaid, to be addressed to the intended recipient at his address as the same appears on the books of the Society. A notice delivered personally or by telex or telegram shall be deemed to have been received by and given to the addresses on the day of delivery. A notice mailed as aforesaid shall be deemed to have been received by and given to the addressee on the third business day following the date of mailing, except in the event of any disruption of postal service, in which event the notice shall be delivered personally or given by telex or telegram.

BY-LAWS XIII

BY-LAWS

14.01 On being admitted to the membership, each member is entitled to and the Society shall give him upon request, without charge, a copy of the Constitution and By-laws of the Society.

14.02 These By-laws shall not be altered or added to except by special resolution.

Dated the _____ Day of _____, 1990

WITNESSESS _____ APPLICANTS FOR INCORPORATION _____

WITNESS _____

ADDRESS _____



NOTICE SOCIETIES AND COOPERATIVE ASSOCIATIONS

Website: www.fin.gov.bc.ca/registries

DATED THIS 2 (Day) DAY OF FEB (Month) 2010 (Year)

FILE # 3-27349

RE: _____

The Tetrahedron Ski Club,
3771 Sunshine Coast Hwy,
Roberts Creek BC V0N 2W2

The _____ is/are returned. See the marked boxes below.

_____ is/are being held unregistered pending receipt of the following: _____

An annual report(s) is/are required for the calendar year(s) _____
 If the society did not hold an annual meeting in the calendar year of _____, a letter is required along with the completed annual report confirming no annual general meeting was held and also confirming that the society is aware it is in contravention of section 56 of the *Society Act*. Section 56 states: (1) The first annual general meeting of the members of a society must be held not more than 15 months after the date of incorporation, and after that an annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.

It appears there has been a change of directors. Complete the attached form and resubmit.
 The notice does not reconcile with the latest list of directors on file. see below see attached.
 Full names and residential addresses are required for directors. P.O. Box only is not acceptable. If no civic address available, supply legal description of land.

It appears the physical/mailling address of the society has changed. Complete the attached form and resubmit.
 The address must be a physical location or legal description. P.O. Box may only be shown in addition to physical location or in care of an individual. Section 10(1) of the *Society Act*: A society must (a) have an address in British Columbia to which all communications and notices may be sent and at which all process may be served, and (b) file with the registrar a notice of change of address, in the form established by the registrar, for every change of address.

An original signature is required of officer or director or solicitor on the annual report.
 The aforementioned society is in contravention of section 24(4) and/or 24(5) of the *Society Act*: Section 24(4) A society must have at least 3 directors. Section 24(5) At least one of the directors of a society must be ordinarily resident in British Columbia
 There has been no reply to the notice dated _____. Copy enclosed.

Society/Cooperative will be dissolved in one month from the date of this notice.
 Fees in the amount of \$ _____ have been received by our office and held on file. } R.S. No. _____
 Fees in the amount of \$ _____ are being processed for refund (allow 4 to 6 weeks). }
 Fees in the amount of \$ 1500 are required to file FORUMS

Dissolution proceedings have been delayed three months from the date of this notice. Direct any enquiries to the dissolution section at 250 356-8626.

The _____ is/are filed.

Complete section(s) _____ on the form(s) _____

Other: _____

PD MAR 2/10
CHQ # 945 by P. NEILSON
EXPENSED APR/10

PREPARED BY: *Daniel Stod*
387-8370

PLEASE READ CAREFULLY AND RETURN THIS NOTICE WITH SUBMISSIONS OR REMITTANCES