

" SOCIETIES ACT "

CANADA:
Province of British Columbia, }



No. 15,329

Certificate of Incorporation

I hereby certify that

North Island Heritage Society

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

GIVEN under my hand and Seal of Office at Victoria, Province of
British Columbia, this -30th- day
of January, one thousand nine hundred
and eighty

A. Dickson
Assistant Deputy Registrar of Companies.

ORIGINAL WAS
FILED AND REGISTERED
JAN 30 1980
M. A. Jorre de St. Jorre
REGISTRAR OF COMPANIES

CERTIFIED TRUE COPIES

JAN 30 1980 19

"SOCIETIES ACT"

S. Beckwith
ASSISTANT DEPUTY REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA.

NORTH ISLAND HERITAGE SOCIETY

C O N S T I T U T I O N

1. The name of the Society is "North Island Heritage Society".
2. The purposes of the Society are:
 - (a) To gather and preserve information, records and objects of educational, historical and cultural value associated with the area, and
 - (b) To establish and maintain a museum for the purpose of preserving, recording and exhibiting for public enjoyment and education, such material.
3. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with gathering and preserving information, records and objects of educational, historical and cultural value, or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution; and, if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This clause is unalterable.

BY - LAWS

MEMBERSHIP

1. (a) The Society shall consist of Active Members, Student Members, Life Members, Commercial Members, Institutional Members, Non-profit Organization Members and Honorary Members.
(b) Eligibility to serve as officers or trustees of the Society shall be vested in Active Members in good standing, and in Life Members.
(c) The right to vote on Society affairs shall be vested in Active Members, Commercial, Institutional, Non-Profit Organization Members, and in Life Members. Commercial, Institutional, and Non-Profit Organization Members shall have one vote each.
2. Active Members shall be persons who wish to participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these By-laws.
3. Student Members shall be persons of twenty-one years of age or under, who are regularly enrolled in any educational institution in the Province of British Columbia.
4. Life Members shall be persons who have prepaid their membership for life by a single payment. Life Membership may also be conferred upon persons for service to the Society. Each proposal to enroll a person as Life Member for service rendered shall be submitted upon recommendation by the Directors to the annual general meeting for its approval.
5. Honorary Members shall be persons distinguished for their museum work, or who have rendered distinguished service to the Society, or who are otherwise deemed worthy of the honour. Each proposal to enroll a person as Honorary Member for service rendered shall be submitted upon recommendation by the directors to the annual general meeting for its approval.

6. Commercial Members shall be commercial firms and industrial plants with one vote per firm or plant.
7. Institutional Members shall be any recognized education institution in the Province of British Columbia with one vote per institution.
8. Non-profit Organization Members shall be any non-profit organization in the Province of British Columbia with one vote per organization.
- 8A. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

DUES

9. (a) The Scale and amount of membership fees shall be determined, from time to time, by the directors, subject to approval by a general meeting of the Society;
- (b) Annual emmbership fees or dues shall be paid yearly in advance.

RESIGNATIONS

10. Any Active Member, Student Member, Life Member, Honorary Member or Commercial Member may terminate his connection with the Society by sending his resignation, in writing, to the Secretary of the Society, and the Secretary shall remove his name from the membership roll, but no portion of any prepaid membership dues shall be refunded to the member resigning.

SUSPENSIONS

11. Any Active Member, Commercial Member, Institutional Member, Non-Profit Organization Member or Student Member, where

dues are in arrears for one year, shall forfeit his good standing and if at the end of two years his dues remain unpaid, his name shall be removed from the membership roll.

EXPULSIONS

12. The directors shall have power by a three-quarters vote of the whole board of directors, which may be letter-ballot, to remove from the membership roll the name of any person who, in the opinion of the directors, is no longer worthy of being connected with the Society, and such person shall cease to be connected in any way with the Society, but the directors shall first give to such person the right to appear before the directors to be heard. Should the directors not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the minutes of the directors or of the Society.

MEETINGS

13. The Annual General Meeting shall be held, or commence, on a day in the month of March, or as near thereto as circumstances permit, in each year. The specific date of the Annual General Meeting shall be decided by the directors.

14. A special meeting of the Society may be called at such time and place as the directors may determine. The notice of a special meeting shall state the business to be transacted thereat and no other business shall be considered at that meeting.

15. At least 14 days' notice of any general meeting, specifying the place, date and hour of meeting, and in the case of special meetings, the general nature of such special business, shall be given to the members, but the non-receipt of such

notice by any member shall not invalidate the proceedings at any general meeting.

16. The presence in person, of at least one-tenth of the Active Members in good standing, or at least six Active Members, whichever is the larger number, shall be necessary to constitute a quorum at any regular general meeting.

17. Votes may be given either in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be attested to by at least one witness. No person shall be appointed a proxy who is not a member of the Society.

DIRECTORS AND OFFICERS

18. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

- (a) all laws affecting the Society,
- (b) these by-laws, and
- (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

19. (1) The president, vice-president, secretary, treasurer and one or more other persons shall be the directors of the Society.

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

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

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

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

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

21. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) 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.

22. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

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

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

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

PROCEEDINGS OF DIRECTORS

25. (1) The directors may meet together at such places as they think fit for the dispatch of 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 for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.

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

28. (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every

act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

29. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

30. The members of a committee may meet and adjourn as they think proper.

31. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

32. 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, telex, or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of directors shall be sent to that director, and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

33. (1) Questions arising at any meeting of the directors

and committee of directors shall be decided by a majority of votes.

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

34. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

35. 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.

DUTIES OF OFFICERS

36. (1) The president shall preside at all meetings of the Society and of the directors.

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

37. The vice-president shall carry out the duties of the president during his absence.

38. The secretary shall

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

39. The treasurer shall

- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and

- (b) render financial statements to the directors, members and others when required.

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

(2) When a secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 20(2).

41. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

SEAL

42. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

43. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

BORROWING

44. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

45. No debenture shall be issued without the sanction of a special resolution.

46. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

BY-LAWS

47. The By-laws of the Society shall not be altered or added to except by a special resolution of the Society, passed by a majority of not less than -- 75% --- of the Active and Life Members present at a general meeting of the Society. Notice to propose a special resolution shall be deemed to be duly given if signed by a proposer and seconder, who shall be members in good standing, and delivered to the secretary, and the secretary has notified the Active Members in writing not less than one month before the annual general meeting, or two weeks before a special general meeting of the Society.

DATED the 31st day of December, 1979.

WITNESS (ES)

APPLICANTS FOR INCORPORATION

DM Caldwell
Name CRATHAM ROAD
Box 1119 Port Hardy, BC
Address (resident)
Assistant Secretary/Treasurer
Occupation

Rodney R Kline
Rodney Russell Kline
#8 Green Acres, Box 12,
Holberg, B. C.
Mill Operator

Allen M Lyon
Name STOREY'S BEACH ROAD
Box 347 Port Hardy, BC
Address (resident)
Self-Employed
Occupation

James John Wallas
James John Wallas
#7 Quatsino Subdivision,
Box 57, Coal Harbour, B. C.
Retired.

~~[Signature]~~
Name
~~4927 Byng Rd. Port Hardy, BC~~
Address (resident)
~~Businessman~~
Occupation

~~Cherie Nicholas~~
Cherie Nicholas
1070 Marine Drive, Box 557,
Port Alice, B. C.
Teacher

DM Caldwell
Name CRATHAM ROAD
Box 1119 Port Hardy BC
Address (resident)
Assistant Secretary/Treasurer
Occupation

Janet Willson
Janet Willson
2165 Bayview Drive, Box 713,
Port McNeill, B. C.
Library Clerk

Ian Andersen
Name
#11 Gordon St. Port Hardy, BC
Address (resident)
Businessman
Occupation

Ian Andersen
Ian Andersen
4927 Byng Road, Box 699,
Port Hardy, B. C.
Businessman

WITNESS (ES)

APPLICANTS FOR INCORPORATION

M. M. Boniface
Name
(Box 489) State 41 Clark Dr.
Address (resident)
Port Alice, B.C.
Housewife
Occupation

Cherie Nicholas
Cherie Nicholas
1070 Marine Drive, Box 557,
Port Alice, B. C.
Teacher

1987

CONSTITUTION
CHANGES

46. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

BY-LAWS

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DATED the ___ day of March, 1987.

WITNESS

APPLICANTS FOR INCORPORATION

[Signature]
Name

Box 177 Port Hardy
Address

ANALYTICAL TECHNICIAN
Occupation

[Signature]
Name

Box 177
Address

ANALYTICAL TECHNICIAN
Occupation

[Signature]
Name

Box 709 Port McNeill
Address

Treasurer
Occupation

[Signature]
Rodney Russell Kline
#8 Green Acres, Box 12
Holberg, B.C. VON 120
Mill Operator

[Signature]
Cherie Nicholas
1070 Marine Drive, Box 557
Port Alice, B.C. VON 2N0
Teacher

[Signature]
Bill Shephard
2675 Cardena, Box 1059
Port McNeill, B.C. VON 2R0
Regional Planner

WITNESS

APPLICANTS FOR INCORPORATION

Annmarie Koch
Name
Box 246 Port Hardy, B.C.
Address
Assistant Planner
Occupation

Murray Watkinson
Murray Watkinson
2255 Bayview Drive, Box 793
Port McNeill, B.C. V0N 2R0
Forester

Annmarie Koch
Name
Box 1717 Port Hardy, B.C.
Address
Assistant Planner
Occupation

Bob Wheeler
Bob Wheeler
1745A Beach Drive, Box 98
Port McNeill, B.C. V0N 2R0
Teacher

North Island Heritage Society

2000 Members of the Board

Name	Community
Furney, James	Port McNeill
Hanuse, Margaret	Port McNeill
Hole, Pat	Coal Harbour
Koch, Annemarie	Sointula
Murphy, Mary	Sointula
Murphy, Wilf	Sointula
Rose, Irene	Coal Harbour
Shepard, Bill	Port McNeill
Welsh, Cliff	Port McNeill
Welsh, Mary	Port McNeill

2003 Members of the Board

Name	Community
Binner, Hiltje	Port McNeill
Cuzzocea, Stacey	Port McNeill
Furney, James	Port McNeill
Hanuse, Margaret	Port McNeill
Hole, Pat	Coal Harbour
Roper, Tom	Sointula
Rose, Irene	Coal Harbour
Wilson, Alice	Port McNeill