

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is Prince George Air Improvement Roundtable Society.

2. The purposes of the society are:
 - a. to work towards continuous improvement of air quality by reducing emissions of air contaminants causing unacceptable air quality, including but not limited, to human health effects;

 - b. to co-ordinate, conduct, participate in, and support research relating to air quality, and to disseminate results to the public thereby promoting public awareness and education;

 - c. to use scientific results as a basis for decision-making to implement effective airshed management plans; and

 - d. to recommend standards, policies, and guidelines for the protection of ambient air quality.

BYLAWS

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.

PART 1 - INTERPRETATION

1. In these bylaws, unless the context otherwise requires,
 - a. "directors" means the directors of the Society for the time being;
 - b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c. "Registered address" of a member means his address as recorded in the register of members. "Prince George Airshed" means the airshed defined by BC Ministry of Environment.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

1. The members of the Society will be the person(s) appointed as follows:
 - a. the Ministry of Environment may appoint two (2) persons to be members;
 - b. the Ministry of Transportation and Infrastructure may appoint one (1) person to be a member;
 - c. Northern Health may appoint one (1) person to be a member;
 - d. the City of Prince George may appoint two (2) persons to be a member;
 - e. the Regional District of Fraser Fort George may appoint one (1) person to be a member;
 - f. Canfor Pulp Limited Partnership may appoint one (1) person to be a member;
 - g. CN Rail may appoint one (1) person to be a member;
 - h. Husky may appoint one (1) person to be a member;
 - i. primary wood processing businesses operating within the Prince George Airshed shall be invited by the Board of Directors to appoint one (1) person to be a member;

- j. secondary wood and bio-energy processing businesses operating within the Prince George Airshed shall be invited by the Board of Directors to appoint one (1) person to be a member;
- k. asphalt, cement and gravel businesses operating within the Prince George Airshed shall be invited by the Board of Directors to appoint one (1) person to be a member;
- l. the University of Northern British Columbia may appoint one (1) person to be a member;
- m. the Prince George Chamber of Commerce may appoint one (1) person to be a member;
- n. the Prince George and District Medical Society may appoint one (1) person to be a member;
- o. an environmental society with an interest in air quality operating within the Prince George Airshed shall be invited by the Board of Directors to appoint one (1) person to be a member;
- p. the Fraser Basin Council Society may appoint one (1) person to be a member;

- q. First nations organizations operating within the Prince George Airshed shall be invited by the Board of Directors to appoint one (1) person to be a member; and
- r. members of the public who reside in the Prince George Airshed shall be invited by the Board of Directors to apply to be the public's representative and the Board of Directors shall choose two (2) persons from the applicants to be a member;

Together with those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

- 2.1 All members of the society in good standing are directors of the Society.
- 2.2 Society members will act in a respectful manner towards all other members of the Society
- 3. A person [19 years of age or older], Company or Organization residing, or operating a business, in the Prince George Airshed may apply to the directors for membership in the society and on acceptance by the directors and on payment of the membership due shall become a member of the Society.
- 4. Every member shall uphold the constitution and comply with these bylaws.

5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

6. A person shall cease to be a member of the Society:
 - a. By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

 - b. On his death;

 - c. On being expelled;

 - d. On having been a member not in good standing for twelve (12) consecutive months;

 - e. being declared or becoming of unsound mind; or

 - f. If the organization which appointed the member provides written notice to the President of the Society of the revocation of the appointment of the member as the organization's member of the Society.

7. a. A member or member organization may be expelled by a special resolution of the members passed at a general meeting.
 - b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - c. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. 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.

PART 3 - MEETINGS OF MEMBERS

1. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
4. a. Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.

b. The accidental omission to give notice of a 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.

5. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

1. Special business is:

a. All business at an extraordinary general meeting except the adoption of rules of order; and

b. All business transacted at an annual general meeting, except,

1. The adoption of the rules of order;

2. The consideration of the financial statements;

3. The report of the directors;

4. The report of the auditor, if any;
 5. The appointment of the auditor, if required; and
 6. The other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
2.
 - a. 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.
 - b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - c. A quorum is sixty (60%) per cent of the members in good standing being present or a greater number that the members may determine at a general meeting.
 3. If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand 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 fifteen (15) minutes from the time appointed for the meeting, the members present constitute a quorum.

4. Subject to bylaw 19, the president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

5. If at a general meeting there is no president, vice president or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

6.
 - a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

 - b. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

 - c. 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.

7. Questions arising at a meeting of the members and all decisions resulting therefrom will be decided by consensus based on the method for reaching a consensus as set out in Part 12.

8.
 - a. A member in good standing present at a meeting of members is entitled to one vote.

- b. Voting is by show of hands.
- c. Voting by proxy is permitted pursuant to Part 13.

PART 5 - DIRECTORS AND OFFICERS

- 1. a. 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:
 - 1. All laws affecting the Society;
 - 2. These bylaws; and
 - 3. rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- b. 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.
- 2. The persons holding the positions of President, Vice President, Secretary, Treasurer and one or more persons are the Directors of the Society.

3. a. The directors shall retire from office at each annual general meeting when their successors shall be appointed by each member organization and in the case of the public members, by the Directors of the Society, once elected, in accordance with Section 3.1 of these bylaws.

b. Separate elections must be held for each office to be filled.

4. A person shall cease to be a director of the Society:
 - a. By delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

 - b. on his death;

 - c. on being expelled;

 - d. on having been a member not in good standing for twelve (12) consecutive months;

 - e. being declared or becoming of unsound mind;

 - f. being absent from three (3) consecutive meetings of the board without acceptable reason [i.e. unless that director has advised the chairman, or designated member for such purpose, of the meeting, of his intention to be absent and the reason for such absence and the chairman, or designated member for such purpose, is of the view that such reasons are valid and

7. 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.

PART 6 - PROCEEDINGS OF DIRECTORS

1.
 - a. 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.
 - b. The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a sixty (60%) per cent of the directors then in office.
 - c. The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within fifteen (15) 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 numbers to be chairman at that meeting.
 - d. A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the directors.
 - e. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- e. A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.
2. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
 3. The members of a committee may meet and adjourn as they think proper.
 4. 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 constituted, if a quorum of the directors is present.
 5. Questions arising at a meeting of the directors and committees and all decisions resulting therefrom will be decided by consensus based on the method for reaching a consensus as set out in Part 12.
 6. 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.

PART 7 - DUTIES OF OFFICERS

1. a. The President shall preside at all meetings of the Society and of the directors.

b. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
2. The Vice President shall carry out the duties of the President during his absence.
3. The Secretary shall:
 - a. Conduct the correspondence of the Society;
 - b. Issue notice 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, if any; and
 - f. Maintain the register of members.
4. The Treasurer shall:
- a. Keep the financial records, including books of account, necessary to comply with the Society Act; and
 - b. Render financial statements to the directors, members and others when required.
5. The offices of Secretary and Treasurer may be held by one person who shall be known as the secretary treasurer.
6. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 - SEAL

- 1. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 2. 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.

PART 9 - BORROWING

1. 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 - AUDITOR

1. This Part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office

until he is re-elected or his successor is elected at the next annual general meeting.

4. An auditor may be removed by ordinary resolution.
5. An auditor shall be promptly informed in writing of appointment or removal.
6. No director and no employee of the Society shall be auditor.
7. The auditor may attend general meetings.

PART 11 - NOTICE TO MEMBERS

1. A notice may be given to a member, either personally or by mail to him at his registered address.
2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting shall be given to:
 - a. Every member shown on the register of members on the day notice is given;
and

- b. The auditor, if Part 10 applies.

No other person is entitled to receive a notice of general meeting.

PART 12 - CONSENSUS

1. Consensus is defined as a general agreement by all directors or members, as the case may be, or lack of expressed objection by and director or member, as the case may be. The aim is to reach consensus on recommendations relating to all issues addressed by the Society.
2. The following principles will apply to the process:
 - a. The purpose of all negotiations is to agree.
 - b. Directors and members shall act in good faith in all aspects of the negotiations.
 - c. Directors and members shall accept the concerns and goals of others as legitimate.
 - d. The focus will be on interests and concerns rather than on positions and demands.
 - e. Directors and members shall commit to fully exploring issues, searching for

solutions in a problem solving atmosphere.

- f. Directors and members shall endeavour to reach decisions which best serve the purposes of the Society rather than the welfare of a particular organization or group.
3. If the directors or members are unable to achieve consensus on specific issues or planning options:
 - a. The dissenting member(s) or director(s) will pinpoint the area of disagreement so that the exact nature of the disagreement can be determined (i.e. is it a difference over wording or is it a more substantive disagreement on a matter of principle?);
 - b. The Secretary will note the details of the disagreement in the minutes and will read them back to ensure correctness;
 - c. If the dispute is a result of a matter of wording, the chairperson will entertain different wording proposals to determine if consensus can be reached;
 - d. If the dispute is a result of principle, the matter will be resolved by a majority rule vote, and all details of the differences will be recorded in the minutes of the meetings.
 4. Also attached to the minutes will be the report submitted by the dissenting member(s) or director(s) and that part of the issue in dispute will be recorded as having been settled by majority vote due to lack of consensus. Where the issue involves the main planning options of a change to the existing, or a new Air Quality Management Plan (AQMP), the report of the dissenting member(s) or directors(s)

shall form part of the revised or new plan.

PART 13 - PROXY

1. Every director and member, including a corporation that is a member, entitled to vote at a meeting of the directors or members of the Society may, by proxy, appoint one proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.
2. A person must not be appointed as a proxy holder unless the person is a director or member, although a person who is not a director or member may be appointed as a proxy holder if that person is authorized by the organization which appointed the person appointing the proxy holder as its member of the Society. [Form appended – as amended from time to time]
3. A proxy for a meeting of directors or members must be received by the President of the Society at least two (2) business days before the day set for the holding of the meeting.
4. A proxy may be sent to the Society by written instrument, fax or any other method of transmitting legibly recorded messages.
5. A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

PRINCE GEORGE AIR IMPROVEMENT ROUNDTABLE SOCIETY(the
"Society")

The undersigned, being a director/member of the Society, hereby appoints [name] as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of the directors/members of the Society to be held on [month, day, year] and at any adjournment of that meeting.

Signed [month, day, year]

[Signature of director/member]

[Name of director/member —
printed]

6. Subject to bylaw 69, every proxy may be revoked by an instrument in writing that is received by the President of the Society at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used.

7. An instrument referred to in bylaw 67 must be signed as follows:
 - a. if the director or member for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his legal personal representative or trustee in bankruptcy;
 - b. if the director or member for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation.
8. The chair of any meeting of directors or members may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

PART 14 - BYLAWS

9. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and bylaws of the Society.
10. These bylaws shall not be altered or added to except by special resolution.

DATED this 18th day of August, 2008

Witness(es)

Applicants for Incorporation

Melissa Winfield-Lesk
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Daniela Fisher