



Province of
British Columbia

Ministry of
Finance and
Corporate Relations

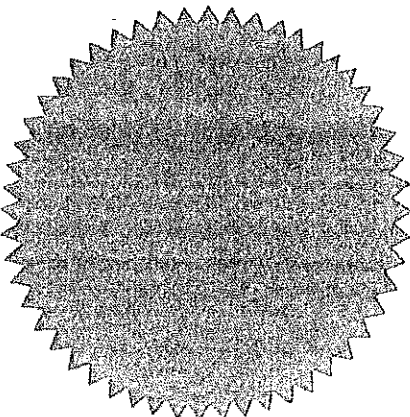
Corporate, Central and Mobile
Home Registry
940 Blanshard Street
Victoria
British Columbia
V8W 3E6

File Number: S-32856

728 HOLDING SOCIETY

I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on December 01, 1994

JOHN S. POWELL
Registrar of Companies



FORM 3

SOCIETY ACT

Constitution

1. The name of the society is 728 Holding Society.
2. The primary purpose of the society is the advancement of the social, economic and general welfare of active and retired members of Canadian Union of Public Employees Local 728.
3. In pursuit of its primary purpose, the society may
 - (a) hold, manage and dispose of real property or interests in real property,
 - (b) operate or undertake such other programs or activities as will further its primary purpose.

Bylaws

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

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) "Executive Board" means the Executive Board, as it is constituted from time to time, of the Local;
 - (b) "directors" means the directors of the society from time to time;

- (c) "Local" means Local 728 of the Canadian Union of Public Employees;
 - (d) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (e) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. 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

3. 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 bylaws and, in either case, have not ceased to be members.
4. Any member or retired member of the Local shall be admitted to membership in the society, on the following basis:
- (a) a current member of the Local in good standing shall be deemed to be a member without making an application; and
 - (b) a retired member of the Local in good standing shall be a member upon making an application, but his membership shall expire at each annual general meeting.
5. Every member shall uphold the constitution and comply with these bylaws.
6. No membership dues are payable by any member.
7. 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 12 consecutive months, or
 - (e) when he is no longer a member in good standing of the Local.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (3) 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.
9. All members are in good standing except a member who has failed to pay his current annual Local dues or any 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

10. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every General meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) 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.
- (2) 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.
14. The annual general meeting of the society shall be held in May of each year, or as soon thereafter as the directors may decide.

Part 4 - Proceedings at General Meetings

15. 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,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) 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.
16. (1) No business shall be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a 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.
 - (3) A quorum is a majority of the directors and 25 members present.
17. 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, shall be terminated; but in any other case it shall stand adjourned to the same date and place of the next general meeting of the Local. If, at any adjourned meeting, a quorum is not present, then the meeting shall be adjourned, from month to month, in the manner here provided, until a quorum is present.
18. 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.
19. If at a general meeting 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.
20.
 - (1) 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.
 - (2) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21.
 - (1) A resolution proposed at a general meeting must be seconded and the chairman of such a meeting may move or propose a resolution.
 - (2) In case of an equality of votes the president will have a second vote in addition to the vote to which he may be entitled as a member.
22.
 - (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands, or by ballot, as decided by the members by a show of hands.

Part 5 - Directors and Officers

23.
 - (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 are made from time to time by the society in general meeting.
 - (2) No rule, made the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

24. Unless the members at a general meeting determine that the number of directors shall be some number greater than 5, the number of directors shall be 9.
25. (1) The directors shall retire from office at each annual general meeting, and their successors shall be elected to create a new board of directors comprised of:
- (a) 4 members who are not members of the Executive Board;
 - (b) the president of the Executive Board; and
 - (c) 4 members who have been appointed by the Executive Board from among their number.
26. (1) The president 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.
27. (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.
28. 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.
29. 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

30. (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 shall be a majority of the directors then in office.
- (3) The directors may choose one of their number to be chairman at a meeting of the directors.
31. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. The President shall be a member of every committee of directors.
- (2) 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.

32. 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 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.
33. The members of a committee may meet and adjourn as they think proper.
34. 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.
35. 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 meeting 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.

36. (1) Questions arising at a 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 president will have a second vote.
37. A resolution proposed at a meeting of directors or a committee of directors must be seconded and the chairman of such a meeting may move or propose a resolution.
38. 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

39. The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
40. The vice president shall carry out the duties of the president during his absence.
41. 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.
42. The treasurer shall
- (a) keep the financial records, including books of accounts, necessary to comply with the *Society Act*; and
 - (b) render financial statements to the directors, members and others when required
43. (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 and treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25(2).
44. 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

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. 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

47. 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.
48. No debenture shall be issued without the sanction of a special resolution.
49. 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

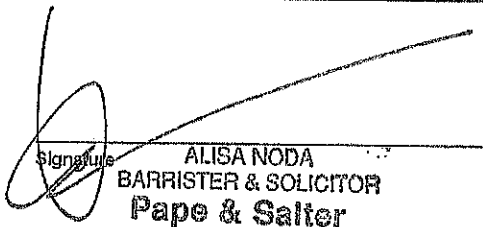
50. This Part applies only where the society is required or has resolved to have an auditor.
51. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
52. (1) At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

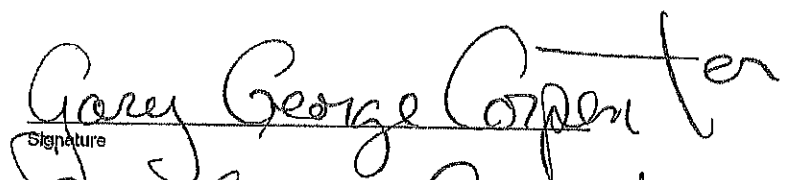
- (2) The directors may, from time to time, appoint a second auditor, who shall be a certified accountant or certified general accountant, to provide an independent audit.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.
55. No director and no employee of the society shall be auditor.
56. The auditor may attend general meetings.

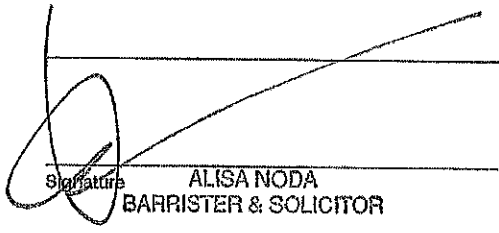
Dated November 30, 1994.

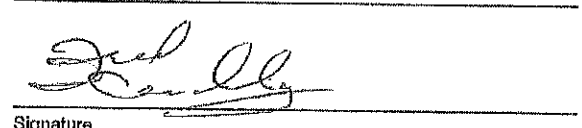
Witnesses

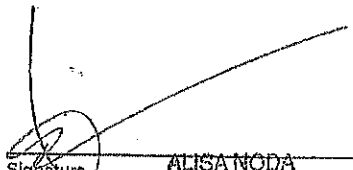
Applicants for Incorporation

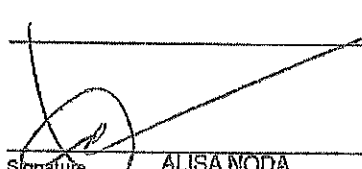

 Signature ALISA NODA
 BARRISTER & SOLICITOR
Pape & Salter
 Barristers & Solicitors
 Full Name 460 - 220 Cambie Street
 Vancouver, B.C. V6B 2M9
 Resident Address

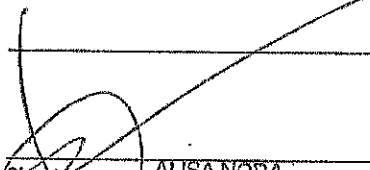

 Signature
 GARY George Carpenter
 Full Name
 8088 Ham Rd Custer Wash
 Resident Address



 Signature ALISA NODA
 BARRISTER & SOLICITOR
Pape & Salter
 Barristers & Solicitors
 Full Name 460 - 220 Cambie Street
 Vancouver, B.C. V6B 2M9
 Resident Address

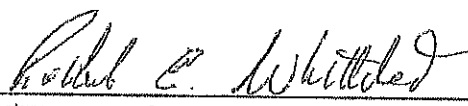

 Signature
 FRED WESLEY HANDLEY
 Full Name
 4575-192st Surrey BC.
 Resident Address



Signature **ALISA NODA**
BARRISTER & SOLICITOR
Pape & Salter
Barristers & Solicitors
Full Name **460 - 220 Cambie Street**
Vancouver, B.C. V6B 2M7
Resident Address


Signature **ALISA NODA**
BARRISTER & SOLICITOR
Pape & Salter
Barristers & Solicitors
Full Name **460 - 220 Cambie Street**
Vancouver, B.C. V6B 2M9
Resident Address


Signature **ALISA NODA**
BARRISTER & SOLICITOR
Pape & Salter
Barristers & Solicitors
Full Name **460 - 220 Cambie Street**
Vancouver, B.C. V6B 2M9
Resident Address


Signature **David Calvin Stewart**
8933-160 St.
Full Name
1 Surrey B.C. V4N 2T8
Resident Address


Signature **ROBERT LEWIS WHITFORD**
4303-48 B STREET
Full Name
DELTA B.C. V4K 2R3
Resident Address


Signature **S. Zander**
Susan Zander
Full Name
#4 - 7551 Humphries Ct
Resident Address
Burnaby, BC V3N 4K9

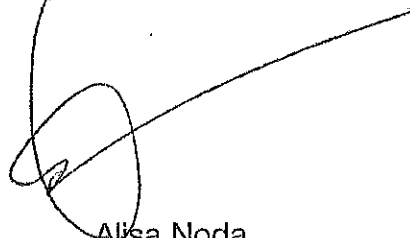
FORM 4

SOCIETY ACT

List of First Directors of
728 HOLDING SOCIETY

Full Names	Resident Addresses
1. Robert Elliott Whittaker	4303 - 48"B" Street, Delta, B.C. V4K 2R3
2. Susan Zander	#4, 7551 Humphries Court, Burnaby, B.C. V3N 4L9
3. Fred Wesley Handley	4575 - 192 Street, R.R.2, Surrey, B.C. V3S 4N8
4. Dave Calvin Stewart	8933 - 160 Street, Surrey, B.C. V4N 2X8
5. Gary George Carpenter	8088 Ham Street, Custer, Washington, U.S.A. 98240

Dated the 30th day of November, 1994.


Alisa Noda
Solicitor

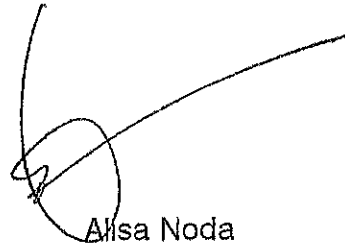
FORM 5

SOCIETY ACT

NOTICE OF ADDRESS OF
728 HOLDING SOCIETY

The address of the society is 5681 - 177^B Street, Surrey, BC, V3S 4J2 until the day after the next Notice of Address of the society is filed by the society.

Dated the 30th day of November, 1994.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a horizontal line that curves upwards and to the right.

Alisa Noda
Solicitor

To the Registrar of Companies,
Victoria, BC