

THE BYLAWS OF THE VANCOUVER ISLAND ECONOMIC ALLIANCE

BYLAW RESOLUTIONS – MAY 2013

ARTICLE 1 DEFINITIONS

1 .1) in these bylaws, unless the context otherwise specifies:

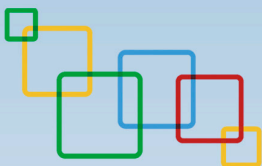
- a) "Board of Directors" means the Directors of the Vancouver Island Economic Alliance
- b) "AGM" means any annual general meeting of the Members
- c) "Special Meeting" means any special meeting of the Members.
- d) "Special Resolution" shall mean:
 - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes cast of those Active Members in person of which the notice provided by these Bylaws specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given;
 - (iii) a resolution consented to in writing by every Active Member in person
 - (iv) in connection with a system of indirect or delegate voting or voting by mail or email, a resolution passed by at least 75% of the votes cast in respect of the resolution.
- e) "Society Act" means the Society Act of British and all amendments to it;
- f) "Registered address" of a member means the member's address as recorded in the register of members.
- g) "Committee/Task Force" means a committee or Task Force formed by the Vancouver Island Economic Alliance
- h) "Director" means any person elected or appointed to the Vancouver Island Economic Alliance Board of Directors
- i) "Member" means member in good standing as defined in Article 2

1.2 The definitions in the Society Act apply to these bylaws and all amendments thereto.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

1.4 Article and section headings are not be construed as part of these By-laws and are included solely for the convenience of reference and not intended to be full accurate descriptions of the contents of such article or section.

1.5 Any reference in these bylaws to an article or section number is a reference to the corresponding Article or section



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ARTICLE 2 MEMBERS

2.1 General

(a) The members of the society are the applicants that have been accepted and retained active status in accordance with these bylaws and, have not ceased to be members.

(b) A person, business or association may apply to the Vancouver Island Economic Alliance for membership in the society and on acceptance is a member.

(c) Every member must uphold the constitution and comply with these bylaws.

(d) The amount of the annual membership dues shall be determined by the Board of Directors. Applicants must complete an application form as approved by the Board.

(e) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

2.2 Membership Categories

There shall be three classes of membership:

(a) Business

(b) Individual

(c) Association

2.2.1 Business Member

(a) General Eligibility Requirements

Only Members in good standing pursuant to these Bylaws shall be Active Members.

(b) Member Requirements

A business is eligible for Membership with the VIEA, if at the date of application for Membership the business:

(i) Agrees to subscribe to the Constitution, Bylaws and Regulations of the VIEA

(ii) Agrees to assign an authorized representative who will be entitled to speak and vote, on their behalf and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

2.2.2 Individual Member

(a) General Eligibility Requirements

Only Members in good standing pursuant to these Bylaws shall be Active Members.

(b) Member Requirements

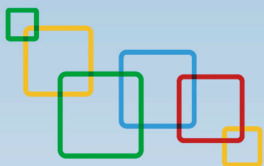
A person is eligible for Membership as a Member of the VIEA, if at the date of application for Membership, such person:

(i) Agrees to subscribe to the Constitution, Bylaws and Regulations of the VIEA

2.2.3 Association Member

(a) General Eligibility Requirements

Only Members in good standing pursuant to these Bylaws shall be Active Members.



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(b) Member Requirements

An association is eligible for Membership as a Member of the VIEA, if at the date of application for Membership, such Association:

(i) Agrees to subscribe to the Constitution, Bylaws and Regulations of the VIEA

(ii) Agrees to assign an authorized representative who will be entitled to speak and vote, on their behalf and in all other respects exercise the rights of a member, and that representative will be considered as the member for all purposes with respect to a meeting of the society

ARTICLE 3 TERM AND TERMINATION OF MEMBERSHIP

3.1. Term

Membership in the Vancouver Island Economic Alliance shall continue for the time the application for membership is accepted by the Vancouver Island Economic Alliance until the member has resigned in accordance with these bylaws or has been terminated from membership by action of the Vancouver Island Economic Alliance.

3.2. Resignation

A business, individual and or association member ceases to be a member of the Vancouver Island Economic Alliance

(a) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled.

3.3 Termination

(a) A member may be expelled by a resolution of the members passed at a general or special meeting of the Vancouver Island Economic Alliance.

(b) The Board as first held in its opinion that such membership is prejudicial to the best interests of The Vancouver Island Economic Alliance or that the member has contravened these By-Laws

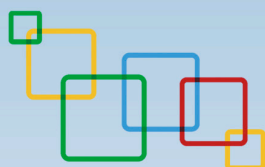
(c) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(d) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

(e) A member ceases to be a member in good standing if the member has failed to pay annual membership dues within 60 days of receiving a second notice of membership renewal. Neither Board nor member Resolution is required in such circumstances

3.4. Indebtedness

Any indebtedness to The Vancouver Island Economic Alliance of any member who ceases to be a member for any reason shall remain an obligation of such member to VIEA until paid in full.



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ARTICLE 4 DUES

4.1. Amount and Time of Payment

(a) The dues structure for Vancouver Island Economic Alliance members shall be determined annually, in advance, by the Board of Directors. If such structure is changed in any years, notice of such changed dues structure shall be mailed or delivered to all members.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Annual or Special General Meetings

There shall be an annual general meeting of members which shall be held on such a date no later than 6 months after the fiscal year end of the Vancouver Island Economic Alliance at such a place as the Board of Directors determine in accordance with the Society Act,. The Board of Directors or the Chairperson or Chair elect may call at any time a special meeting of the members. The Board of Directors shall call a special meeting of members on written requisition signed by not less than one-half of the existing members, a special general meeting of the members shall be held at such time and place as the Board of Directors determine.

5.2 Business of the Annual General Meeting

At every annual general meeting of members, in addition to any other business may be transacted, the Director's report, the financial statements, and the report of the auditors to the Vancouver Island Economic Alliance shall be presented and the auditors may be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

5.3 General Meetings

Every general meeting, other than an annual general meeting, is a special meeting.

5.4 General Meeting Procedures

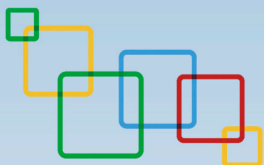
(a) A quorum is a minimum of 8 members present at a general meeting.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) 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, must be terminated, but in any other case, it must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

(d) The chairperson of the society, or the chair elect, or in the absence of both, one of the other directors present, shall preside as chair of the general meeting, except as in 5.3 e

(e) If at a general meeting



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- (i) there is no chairperson, chair elect or other director present within 15 minutes after the time appointed for holding the meeting, or
- (ii) the chairperson and all other directors present are unwilling to act as chair, the members present must choose one of their members to be the chair.
- (iii) if there are no members willing to act as chair the meeting shall be cancelled

(f) A general/ meeting may be adjourned from time to time and from place to place but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(g) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(h) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

(i) A resolution proposed at a meeting need not be seconded, and the chair of the meeting may move or propose a resolution.

(j) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

(k) A member in good standing present at a meeting of the members is entitled to one vote.

(l) Voting is by show of hands or by ballots, which will be determined by the chair

(m) Voting by proxy is not permitted

(n) Save and except the same are inconsistent with these By-Laws and in which event these bylaws shall prevail, all proceedings of meetings of the members, the Board of Directors and committees shall be in accordance with the current edition of Robert's Rules of Order, Newly Revised.

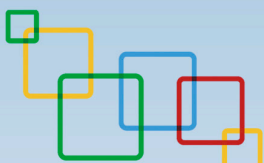
5.5 General Meeting Notice

(a) Notice of The Annual General Meeting/General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice of place dates, times for such must be delivered to members 21 calendar days prior to the meeting.

(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.

5.6 Notice of Documents

Except as may otherwise be provided by the Society Act where any business at any AGM includes considering, approving, ratifying, adopting or authorising any document or the execution thereof or the giving of effect thereto, the notice convening the AGM shall with respect to such documents be sufficient if it



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states that a copy of the documents or proposed document or proposed documents will be available for inspection by the members of the Vancouver Island Economic Alliance during usual business hours up to the date of the AGM. The documents will be made available at the office location of the Vancouver Island Economic Alliance between the hours of 9:00 am -5:00pm, Monday to Friday.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Number of Directors

The affairs of the VIEA shall be governed by a Board of Directors comprised of not less than 9 and not greater than 15 Members elected or appointed from Active Members of VIEA at the annual general meeting of the society. Where possible, Directors should be sought who share an Island-wide perspective and who offer geographic and/or sectoral representation e.g. North Island, Central Island, First Nations, technology, resource industries, local government, etc

6.2 Executive Management Committee

The Executive Management Committee shall be made up of the Officers described in article 8.2. The elected board of directors, within 10 days of the Annual General Meeting, elect Chair Elect, from among the elected Directors serving the ensuing year. The Chair-Elect shall automatically succeed to the office of Chair upon the conclusion or earlier cessation of the Chair's term of office.

6.3 Term of Office

With the exception of the Past Chair, Chair and Chair elect who are Officers of the board and sit for a one year term in each capacity as addressed in Article 8.2 a Director shall hold office for two years from the date of his/her election. A Director may also be elected or appointed to hold office for one year from the date of his/her election in circumstances where, in the view of the Nominating Committee, it is deemed useful to vary the duration of terms of office to ensure Board continuity. In the event of a casual vacancy in the Directors, a replacement Director shall be appointed by resolution of all the Directors at the meeting of the Board of Directors when the retiring or terminated Officer's resignation is accepted. Such appointment shall be for the balance of the term of the director whose vacancy is being filled.

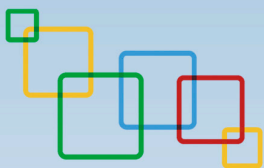
An election may be by acclamation, otherwise it must be by ballot. If a successor is not elected, the person previously elected or appointed may continue to hold office if they are still a member.

6.4 Nominating Committee

A Nominating Committee shall be constituted annually consisting of 3 Members, one of whom shall be the current Chair and the two most immediate Past Chairs who are available to serve on such committee. The members of the Nominating Committee by accepting this responsibility are disqualified from allowing their name to stand for nomination.

6.5 Nominating Schedule

The Nominating Committee shall be appointed on or before December 31 in each year and the election of directors shall be conducted at the Annual General Meeting of VIEA. The election of the Chair elect for the ensuing year shall follow.



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6.6 Committee Responsibilities

It shall be the responsibility of the Nominating Committee to ensure that there are sufficient nominations to fill all of the board vacancies. No nomination shall be submitted without the consent of the person nominated.

6.7 Consent

Every person nominated for any position as Director shall sign and deliver to the President a consent to so act as Director, if elected, concurrent with nomination. Every person appointed as a Director shall sign and deliver a consent to so act as soon as reasonably possible. Failure to deliver such consent shall in no way effect the validity of the actions of the Board or Executive and, provided that such Director has participated in any meeting of the Board or Executive, shall not affect the obligations or liabilities of such Director under these By-Laws or he Chair shall receive nominations from the floor at the Annual General Meeting provided such further nominations submitted have the consent in writing of any persons so nominated

6.8 Re-election and Re-appointment

All Directors are eligible for re-election or re-appointment from time to time, provided that the Chair may not hold the office of Chair for more than two (2) consecutive years and provided further that no Director may stand for re-election or re-appointment if he or she has served for more than six (6) consecutive years.

If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director, if such resignation or cessation results in a board comprised of fewer than the minimum 9 directors as stipulated in the amended By-law 6.1

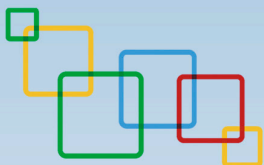
An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

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

A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (d) all regulations now in force or as adopted by the Directors from time to time and all policies of VIEA as recorded in any policy manual now in force or as may subsequently be adopted by the directors from time to time shall be enforceable in the same manner as the Bylaws of VIEA.



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ARTICLE 7 PROCEEDINGS OF DIRECTORS

7.1 Resolution in Writing

Any resolution of the board may be consented to in writing whether by document, facsimile, email or any other method of transmitting legibly recorded messages by all the Directors as the case may be and such resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing, Such resolution shall be filed with the minutes of the proceeding of the Directors and shall be effective on the date stated thereof.

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.

7.2 Director Absences

Any director who has missed 3 unexcused Board meetings will be contacted by the chair and may be terminated by the Board of Directors.

7.3 Membership Mandatory

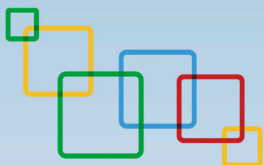
All Directors must be a Member of the Vancouver Island Economic Alliance Society

7.4 Director Expulsion

(a) Any Director may be removed from office as a Director by unanimous vote of those Directors (exclusive of the subject Director) in attendance at a meeting of the Board and may be removed from office by a majority vote of the Voting Delegates in attendance at an AGM. A Director shall cease to hold office upon such removal or upon resignation or death

(b) Director Expulsion/Vacancy. A Director is no longer able to serve for the balance of his term, and therefore a vacancy on the Board of Directors shall exist where the Director:

- (i) is declared mentally incompetent;
- (ii) is convicted of any criminal offence involving fraud, but such disability ceases upon a pardon being granted;
- (iii) is removed from office pursuant to the Society Act.
- (iv) resigns, by notice in writing to the Chair or the President;
- (v) has been absent from 3 consecutive regular meetings of the Board of Directors; he/she may, at the discretion of the Directors be deemed to have resigned as a Director.
- (vi) resigns as a Member, or where such Director ceased to be an Active Member of the VIEA



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7.6 Directors Meetings

The Directors shall meet together at least four times a year at such time and places as they deem appropriate.. If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of a conference telephone or other communications facility as permits all persons participating in the meeting to hear each other, and where attendance is accomplished in that manner, the Director shall be deemed to have been present in person at the meeting.

7.7 Quorum for Board of Directors Meetings

That A quorum of Directors necessary for the transaction of business shall be one half (50%) of the Directors

7.8 Requisition of Meetings of Directors

The Chairperson may call a meeting of the Board of Directors at any time. A meeting of the Board of Directors shall be promptly convened if the chairperson receives a request in writing signed by one third of the Directors

7.9 Notice

Not less than 48 hours written notice of any meeting of Directors, specifying the time and place of the meeting and the general nature of the business to be discussed, shall be given to all Directors .

The accidental omission to give notice of any meeting to, or the non-receipt of any such notice, by any Director shall not invalidate any proceedings at that meeting.

7.10 Waiver of Notice

Directors may waive or reduce the period of notice convening a meeting by unanimous consent in writing and may give such waiver before or during the meeting.

7.11 Alternate Chairperson

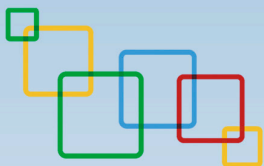
If the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting, or if he is unable to attend the meeting, the chair elect shall be the chairperson of the meeting and failing the attendance of the chair elect, the Directors present shall appoint one of their directors to act as chairperson of the meeting.

7. 12 Lack of Quorum

No business, other than the election of a chairperson and the adjournment of the meeting, shall be transacted at any meeting of Directors unless a quorum is present at the meeting.

7. 13 Adjournments

A meeting of Directors may be adjourned from time to time and 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.



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7. 14 Resolutions

The chairperson of any meeting shall be entitled to move or propose a resolution.

7. 15 Votes

Each Director present in person at a meeting, including the chairperson of the meeting, shall have one vote. All votes shall be taken by a show of hands unless a resolution is passed requiring a secret ballot. A resolution shall be passed by a majority vote of Directors present at the meeting. In case of an equality of votes, the chairperson shall NOT have a casting or second vote in addition to the vote to which he may be entitled as a Director and the proposed resolution shall not pass.

7. 16 Resolution in Writing

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the board or a committee of the board shall be as valid and effectual as if it had been passed at a meeting of the Directors or a meeting of the committee duly called and constituted.

7. 17 Deficiencies

No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office or if afterwards it shall be discovered that there was some defect in the appointment of any Director or that any Director was disqualified.

ARTICLE 8 - DUTIES & OBLIGATIONS OF DIRECTORS & OFFICERS

8.1 - AUTHORITY

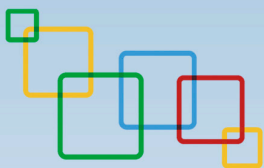
The Directors shall have the authority to do all proper and lawful acts on behalf of the VIEA except those, which by these Bylaws or by any statute are required to be done by the VIEA at a general meeting.

8.2 - OFFICERS

There shall be the following Officers of the VIEA namely:

Chair
Chair Elect
Past Chair
President/Ex Officio

The Chair-Elect shall be elected by the Directors in accordance with section 6.2. The Immediate Past Chair shall not be elected but shall serve in such capacity for the one (1) year term next following the conclusion of his or her term as Chair; provided that if such person is unwilling or unable to serve as Immediate Past Chair, then the Immediate Past Chair shall be deemed to be the person who had most recently occupied the position of Immediate Past Chair and who has consented to serve as Immediate Past Chair for the term in question. The President shall not be elected but shall be appointed by the Directors and serve as an Officer of the VIEA at the pleasure of the Directors.



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8.3 - Chair

It shall be the duty of the Chair to:

- (a) preside at all meetings of the Directors and Chair except the Annual General Meeting next following the election or appointment of the Chair provided that the Immediate Past Chair is available to preside at such Annual General Meeting;
- (b) submit a report on the affairs of the VIEA, for the term during which the Chair held such office, for presentation to the Annual General Meeting;
- (c) have a general care of the interest of the VIEA and to see that every effort is made in the formulation of policies and development of programs that will achieve the objectives of the VIEA
- (d) see that the provisions of these Bylaws and the Regulations are enforced;
- (e) appoint the chairpersons to all standing and other committees, except the Executive Management Committee, and assign portfolios to Directors
- (f) ensure that the Directors and Members are informed on the activities, condition and operations of the VIEA and the Directors
- (g) conduct an annual review of organizational performance and effectiveness of the VIEA and present a final report to the Membership at the Annual General Meeting.

The Chair shall be an ex-officio member of all committees except the Nominating Committee.

8.4 –Chair -ELECT

In the absence of the Chair, the Chair-Elect shall perform the duties of the Chair. A Chairman pro tem shall be appointed by the Directors only if the Chair and Chair-Elect are absent. The Chair-Elect shall be an ex-officio member of all committees except the Nominating Committee. The Chair-Elect shall automatically succeed to the office of chair upon the conclusion or earlier cessation of the Chair's term of office.

8.5 -PAST Chair

The Past Chair shall:

- (a) be the most immediate past Chair available to hold such office;
- (b) preside at the Annual General Meeting of the VIEA immediately following the conclusion of his or her term as the Chair of VIEA
- (c) provide general guidance and assistance to the Chair and Board of Directors in carrying out their respective functions.

8.6 - President

8.6.1 The President shall be the most senior staff person or contractor and:

- (a) be responsible to the Directors for providing efficient staff support and business management control required to achieve the objectives of the VIEA and to oversee its daily operational functions;
- (b) cause to be kept an accurate record of all meetings of the VIEA the Directors and Committees in books provided for the purpose and give notice of all meetings to all proper recipients of such notice(s) within all time limits prescribed by these Bylaws and the Society Act;



- (c) conduct day to day correspondence, have custody of the seal, keep an accurate register of the names and addresses of all Members and perform all other duties as normally fall to such office;
- (d) see that a proper account of all receipts and disbursements on the proper books are kept in the VIEA office, collect all Assessments and other monies owing to the VIEA pay all bills and keep all funds of the VIEA not required for petty cash expenditure in a financial institution as chosen by the Directors;
- (e) cause to be prepared and submitted to the Chair -Elect monthly operating statements and balance sheet;
- (f) be a non-voting ex-officio Member of the executive management committee and all other committees/task forces;
- (g) have charge of the office of the VIEA and perform such other duties as are set forth in these Bylaws as may be prescribed by the Directors from time to time including without limitation, all such duties as may be set forth in any contract of employment by which the President is bound;
- (h) maintain effective internal and external public relations;
- (i) Endeavour to keep the VIEA informed of matters of law which might affect the VIEA

8.6.2 Remuneration of President

The remuneration of the President shall be determined by the Directors from time to time, subject always to the terms and conditions contained in any contract of employment or contract of services between the VIEA and the President

8.7 Banking

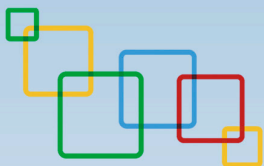
The Directors shall determine in which financial institution the funds of the VIEA shall be deposited. The signing officers of the VIEA shall be appointed by the Directors from time to time. Two properly authorized signing officers must sign all cheques and other banking documents on behalf of the VIEA Executive management committee must be responsible for the finances of the society and report to the directors of VIEA.

8.8 Reimbursement of Expenses and Honorarium

A Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the VIEA and may be entitled to the honorarium, if any, as shall have been established by the Directors in their discretion. Apart from the foregoing payments, no Director shall be remunerated for acting as a Director. Accounts shall be maintained for each Director in which shall be recorded the amount and category of expenses, and the honorarium, if any, paid or to be paid to or on behalf of a Director. Disclosure of this information shall be given to a Member upon the written request of the Member made to the Directors.

8.9 Regulations/Policy

The Directors may, from time to time, make such Regulations and policies not contrary to law or the provisions of these Bylaws, for the furtherance of the objectives and purposes of the VIEA as the Directors may deem necessary or



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expedient. Such Regulations and policies, as well as any amendments the Directors may make to the existing Regulations and policies, provided such amendments are also not inconsistent with these Bylaws, shall come into force and apply to the VIEA and all Members 30 days after the date of notification to the Members of the Regulations or policies and amendments to them. The foregoing shall not apply if within the 30-day period, ten percent of the Active Members by signed petition, request the Directors to call a meeting of Active Members for the purpose of rejecting, or amending any Regulation or policy. In such event, the Directors shall call the meeting or in the alternative, withdraw the proposed Regulation, policy or amendment.

8.10 General Policy of VIEA

It shall be the duty and responsibility of the Directors to see that the Membership is kept reasonably and properly informed in all matters of particular interest and concern to the Membership. It shall be the further duty and responsibility of the Directors and representative to secure, where time permits, the views of the Membership upon any subject or subjects of particular concern to the Membership. This duty to be particularly applicable where the Directors are called upon to pledge the support of the VIEA on matters affecting Vancouver Island Business and on matters of civic, provincial and national interest. The object of this provision being to see that the Directors make reasonable effort to obtain the majority views of the Membership on matters of importance before the Directors adopt a position on behalf of the VIEA in respect to such matters.

8.11 Enforcement of Bylaws

It shall be the duty of the Officers and Directors to enforce the provisions of these Bylaws and the Regulations all without fear or favour.

8.12 Altering Decision of Directors

Any decision of the Directors may be reversed or altered by a Special Resolution passed at a General Meeting of the VIEA provided that such a General Meeting is called by the Chair or upon written request of the Active Members

8.13 Voting

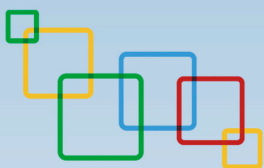
Except as otherwise provided herein, decisions of the Directors shall be established by majority vote, and, in the case of a tie, the motion shall be deemed to have failed.

8.14 Minutes

The President shall cause to be recorded minutes of all general meetings of the Members of the VIEA Directors and Committees, and shall be responsible for the preparation and custody of such minutes at the VIEA Office. Copies of minutes of each Directors' meeting, shall be delivered to each Director

8.15 Meetings By Telephone

Telephone conference calls to conduct meetings of the Directors or any committee may be called by any Chairperson provided that all Directors or committee Members, as the case may be, have received notice and a quorum participates in the telephone conference call.



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8.16 Resolution In Writing

Any resolution duly consented to in writing by every Director shall be deemed to be as valid as if passed at a duly called meeting of the Directors.

8.17 Conflict of Interest

(a) No Director, Officer or committee Member may use his or her position to further his or her personal interests. No Director, Officer or committee Member shall participate in discussions upon an issue brought before the Director, Officer or committee Member, or vote upon the issue, if such person has a direct or indirect personal or financial interest in the issue, or if there are any other facts known to such person which to a reasonable person may create bias or a perception of a bias on the part of the Director, Officer, or committee Member.

(b) An employee or contractor who is participating in discussions upon an issue brought before the Directors, Officers, or committees of the VIEA shall advise the Directors, Officers or committees if the employee or contractor has a direct or indirect personal or financial interest in the issue, or if there are any other facts known to the employee which to a reasonable person may create a bias or a perception of a bias on the part of the employee.

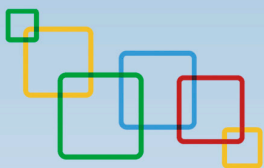
8.18 Liability of Officers and Directors

Subject to the Society Act, no Director or Officer of the VIEA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the VIEA through the insufficiency of or deficiency of title to any property acquired by order of the Directors, for or on behalf of the VIEA or for the insufficiency or deficiency of any security in or upon which any of the monies of the VIEA shall be invested, or for any loss or damage arising from a bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the VIEA shall be deposited or for any loss occasioned by an error of judgment or oversight, on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

8.19 Indemnification of Directors, Officers, Committee Members and Employees

(a) Each Director, Officer and committee Member of the VIEA shall be deemed to have assumed office upon the condition that the VIEA has contracted with each of them that each such person and his heirs and personal representatives are entitled to the benefit of the following indemnification terms.

(b) Subject to these Bylaws and the Society Act, the VIEA agrees to indemnify each Director, Officer or committee Member and each former Director, Officer or committee Member (each of whom together with his heirs and personal representatives are described as the indemnified), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, in a civil, criminal or administrative action or proceeding to which the indemnified is made a party by reason of being or having been a Director, Officer or committee Member, including an action brought by the VIEA, if



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- (i) the indemnified acted honestly and in good faith with a view of the best interests of the VIEA, and
- (ii) in the case of criminal or administrative action or proceeding the indemnified had reasonable grounds for believing his conduct was lawful and duly authorized.

(c) VIEA shall undertake the defense of an action or proceedings brought against an indemnified who is entitled to indemnification pursuant to this Bylaw.

(d) The obligation to defend and to indemnify shall be subject to:

- (i) such arrangement, if any, as the Directors consider necessary to recover the costs incurred by the VIEA in such defense where, if approval of the Supreme Court of British Columbia to indemnify the indemnified is required, such approval is denied, and
- (ii) the full and continuing cooperation of the indemnified to enable the VIEA to defend or to settle the action or proceeding as in its discretion shall decide.

(e) The VIEA shall apply to the Supreme Court of British Columbia for all approvals, which may be required to make any indemnity referred to in these Bylaws enforceable.

(f) If any of the provisions of these Bylaws shall be void, illegal or invalid, the remaining provisions shall be construed and take effect as if the void, illegal or invalid provision had never been contained herein.

(g) The failure of a person to comply with the Society Act or these Bylaws shall not, of itself, invalidate any indemnity to which such person is entitled under these Bylaws.

ARTICLE 9 STANDING COMMITTEES AND PORTFOLIOS

9.1 Appointments

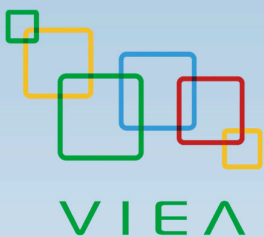
(a) The Chair shall appoint all standing committee chairpersons, except the chairperson of the Executive Management Committee, and assign portfolios;

(b) Each chairperson of a committee shall be an Active Member of the VIEA who shall appoint the Members of the committee. Where a non-Director is appointed chair, a Director shall be appointed as a co-chair or sit in an ex-officio capacity.

(c) All Members of a committee shall serve until their successors have been appointed or until such committee has been disbanded and all appointments shall be announced no later than the Annual General Meeting.

9.2 Committee Quorum

A simple majority of the Members of a committee shall constitute a quorum. Ex-officio Members shall not be counted as part of a quorum.



9.3 Standing Committees

There shall be the following standing committees:

- (a) Executive Management Committee
- (b) Nominating Committee

9.4 Portfolios

(a) The Chair shall appoint Directors to be responsible for whatever portfolios are active and requiring attention according to current planning and priorities.

with each acting as liaison between the Board of Directors and the Members to determine whether matters relating to the portfolio of the Director shall be acted upon by a committee.

(b) The Director referred to in paragraph (a) shall be responsible, upon appointment, to submit to the Board of Directors a proposal, if the Director considers it advisable, to create a committee together with a statement of objectives for such committee. The Director shall act in an ex-officio capacity of any such committee if not acting as chair or co-chair of such committee.

9.5 Duties Established By Directors

The Board of Directors may, as it deems necessary, establish the duties and responsibilities of all committees and task forces. The Board of Directors may also create any other task force or committee and set out the duties and responsibilities of such committee or task force.

9.6 Committee Support

The President shall provide for, or arrange for the provision of, such support services as are required by any committee. The president shall also have the right to attend any meeting of any committee, and shall have the right to be heard at such meeting; however, the President shall not have the right to vote at any meeting of any committee and shall not be counted as part of a quorum.

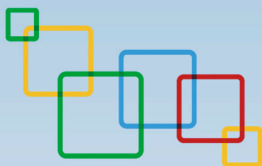
ARTICLE 10- CORPORATE SEAL AND EXECUTION OF DOCUMENTS

10-1 Corporate Seal

The seal adopted by the Vancouver Island Economic Alliance shall continue to be the seal of the Vancouver Island Economic Alliance

10.2 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Vancouver Island Economic Alliance may be signed by and the seal of the Vancouver Island Economic Alliance may be affixed in the presence of any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Vancouver Island Economic Alliance without any further authorization or formality. The Directors may pass a general resolution regarding the execution of these By-laws. The Directors may from time to time by resolution appoint an Officer or Officers on behalf of the Vancouver Island Economic Alliance to sign contracts, documents or other instruments in writing



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with or without the corporate seal. The Directors may give a power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any bonds and other securities of the Vancouver Island Economic Alliance

10.3 Seal

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

The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the chairperson and secretary or chairperson and secretary treasurer.

ARTICLE 11 BORROWING

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 that power, by the issue of debentures.

A debenture must not be issued without the authorization of a special resolution.

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

ARTICLE 12 FISCAL YEAR

The fiscal year for The Vancouver Island Economic Alliance shall commence on the first (1st) day of April in each year, and shall terminate on the thirty-first (31st) day of March of the following year.

ARTICLE 13 AUDITOR

This Part applies only if the society is required or has resolved to have an auditor.

The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

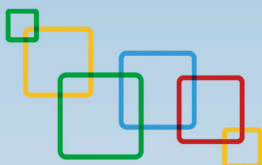
At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

An auditor may be removed by ordinary resolution.

An auditor must be promptly informed in writing of the auditor's appointment or removal.

A director or employee of the society must not be its auditor.

The auditor may attend general meetings.



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ARTICLE 14 BYLAWS

On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

These bylaws must not be altered or added to except by special resolution.

ARTICLE 15 RECORDS

All books and records of the Vancouver Island Economic Alliance shall be open to any Member, at the office of VIEA during regular working hours, provided that such member has first given reasonable notice to the President of his or her intention or desire to examine such books and records.

The Directors shall cause minutes of all meetings of the members and of the directors and resolutions consented to in writing by the members or the directors together with minutes if all meetings of committees and copies of all notices filings and reports pursuant s to the Society Act these bylaws are registered under the society act or these bylaws to be maintained at such a place was the directors shall determine which minutes resolutions notices filing and reports shall be accessible to the directors upon reasonable notice.

ARTICLE 16 DISSOLUTION

16. 1 Motion to Dissolve

If the Board is of the belief that the Vancouver Island Economic Alliance has become incapable of exercising or has ceased to exercise its purposes as established by the Society Act and these By-laws, then the Board shall propose a Special Resolution to request that the Registrar of Companies dissolve the Vancouver Island Economic Alliance as a Society.

16. 2 Assets upon Dissolution

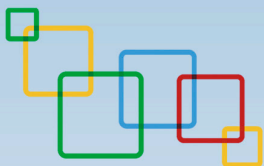
Upon the dissolution of the Society, the assets remaining after satisfaction of all debts, shall be transferred or given to such charities, registered under the provisions of the Income Tax Act (Canada), as shall be designated by the Board or shall be transferred or delivered to the Minister of Finance for the Province of British Columbia.

ARTICLE 17 HEAD OFFICE

The Head office of the Vancouver Island Economic Alliance shall be located at MNP, 96 Wallace St., Nanaimo, BC, V9R 0E2 or at P.O. Box 76, Station A, Nanaimo, BC, V9R 5K4. These addresses may be subject to change with Board approval.

ARTICLE 18 AMENDMENT TO BYLAWS

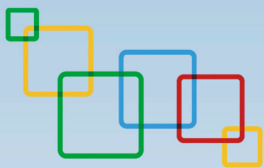
The By-laws of the Vancouver Island Economic Alliance may be repealed or amended by amending by-law preceded by a resolution of the Board of Directors and sanctioned by a Special Resolution of Members at a meeting duly called for the purpose of considering such By-law; provided however, that the repeal or amendment of the By-law shall not be enforced or acted upon until



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the approval from the BC Societies has been obtained. When considering an amendment to the By-laws on any matter of substance the Members shall seek input and advice from the Board of Directors.



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