

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

S-19193



Sample

Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

CHINESE ARTISTS ASSOCIATION OF CANADA

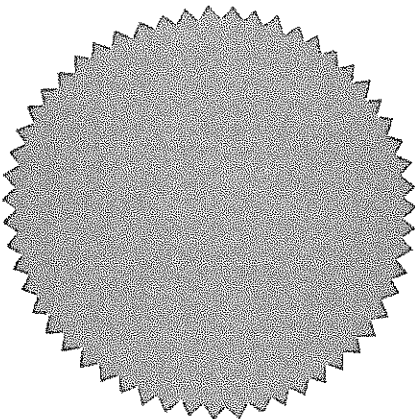
HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 23RD DAY OF MAY, 1984

L. G. HUCK
DEPUTY REGISTRAR OF COMPANIES

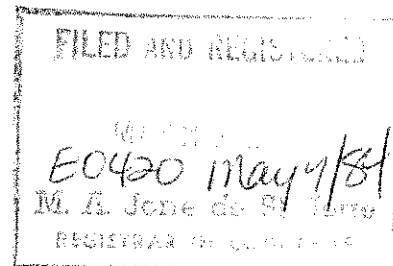


CHINESE ARTISTS ASSOCIATION OF CANADA

"SOCIETY ACT"

CONSTITUTION

1. The name of the Society is "CHINESE ARTISTS ASSOCIATION OF CANADA" (hereinafter called the "Society")
2. The Purposes of the Society are:
 - (a) To promote interest in and the study of Chinese arts, including, without limiting the generality of the foregoing, Chinese painting, calligraphy, seal-carving, stone inscription, sculpture, folk dances, photography, music, drama, plays, language, literature, bonsai, embroidery and weaving.
 - (b) To advance knowledge and appreciation of the above artistic and aesthetic matters and subjects through lectures, written materials, instructions, meetings, exhibits and performances for the members of this Society and the general public.
 - (c) To promote and sponsor educational, culture and artistic events and endeavours for the enjoyment, recreation and benefit of the members of this Society and the general public.
 - (d) To promote and study the arts of other cultures.
 - (e) To promote multi-culturalism in Canada and to propogate the morality and culture of other nations.
 - (f) To promote, foster and develop community spirit and good citizenship and to engage or assist in works of a moral, benevolent, charitable, philanthropic and community service nature.



- (g) To hold or attend meetings and conferences to achieve the purposes of the Society.
- (h) To solicit or raise money through fees, donations or other means to achieve the purposes of the Society.
- (i) To do all such things as are necessary and conducive to the attainment of the above purposes or any of them.

3. This is a non-profit, non-political and non-secretarian organization. This clause is unalterable.

BY-LAWS

Article 1: Membership

There shall be two (2) classes of membership in the Society, namely, ordinary membership and honorary membership:

(a) Ordinary Members: Any person over the age of 19 years and of sound mind and morality is eligible for membership but shall be and become a member upon approval by the board of directors. The ordinary members shall be entitled to one vote per member at all meetings of members of the Society and they shall pay annual membership dues in accordance with the provisions of the by-laws of the Society in that behalf from time to time in force.

(b) Honorary Members: Such membership may be conferred on any person by the board of directors from time to time. The honorary members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Society.

and they shall not be required to pay any membership fees or duties or subscriptions.

Article 2: Fees

The annual membership fees shall be such amounts as may be determined from time to time by the resolution of the board of directors.

Article 3: Board of Directors

The affairs of the Society shall be managed by a board of directors which consists of the following directors and officers:

(a) Directors:

The directors shall be elected from the ordinary members by the general membership at the annual general meeting; the number of directors is eleven (11) but may be increased up to twenty-five (25). The term of a director shall be two (2) years.

(b) Officers:

The board of directors shall elect a president, two (2) vice-presidents, two (2) secretaries and a treasurer from among their number and such other officers as it may determine from time to time. The duties of all officers of the Society shall be such as the terms of their appointments called for or the board of directors may require of them. All officers shall hold office for a term of two (2) years.

Article 4: Directors' Powers

The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise authorized to exercise and do, subjects always, however, to the provisions of the Society Act. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society for such consideration and upon such terms and conditions as they may deem advisable.

Article 5: Meeting of Directors

Directors' meetings may be held at such times and at such places as the directors may from time to time determine. A meeting of the directors may be convened by the president or any four (4) directors at any time. Notice of such meeting shall be communicated to each director not less than two (2) days (exclusive of the day on which the notice is given) before the meeting is to take place; provided that meetings of the directors may be held at any

time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director. Five (5) directors shall form a quorum for the transaction of business. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 6: Officers and Employees

The board of directors may from time to time appoint, not from among their number, such officers and agents and authorize the employment of such other persons as they deem necessary to carry the objects of the Society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the board.

Article 7: Duties of President and Vice-President

The president shall, when present, preside at all

meetings of the members of the Society and of the board of directors. The president shall also be charged with general management and supervision of the affairs and operations of the Society. The president with the secretary or other officer appointed by the board for the purposes shall sign all resolutions and membership certificates. During the absence or inability of the president, his duties and powers may be exercised by one vice-president, and if the vice-president or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

Article 8: Duties of Secretaries

The secretaries shall be ex officio clerks of the board of directors. They shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodians of all books, papers, records, correspondence, contracts and other documents belonging to the Society which they shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and they shall perform determined by the board of directors.

Article 9: Duties of Treasurer

The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required by him, an account of all his transactions as treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the board of directors.

Article 10: Continuation in Office

The members of the board of directors of the Society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the constitution and by-laws.

Article 11: Remuneration of Directors, Officers and Employees

The remuneration to be paid to the directors (officers and employees) of the Society shall be such amounts as the board of directors may from time to time determine.

Article 12: Removal of Directors and Officers

The Society may, by special resolution, remove any director or officer before the expiration of his period of office and may, by ordinary resolution, appoint another person in his stead at any meeting of the Society in accordance with the By-laws herein.

Article 13: Meeting of the Members

(a) Annual General Meetings: The annual general meetings shall be held in accordance with the Society Act and amendments thereto and shall be held at a place within the Greater Vancouver Area.

(b) Special Meetings: Special meetings of the Society may be called by the president when such meetings are in his opinion deemed necessary, and shall be called by the president upon the demand of at least four (4) directors, or upon a petition signed by not less than ten percent (10%) of the voting ✓ members in good standing in the Society.

(c) Quorum: Ten percent (10%) or at least Five (5) of the voting members in good standing present in person shall constitute the quorum at all meetings of the Society. The majority of the votes of the voting members in good standing present at any meeting shall govern ordinary motions.

(d) Voting: A voting member in good standing present at a meeting of members is entitled to one (1) vote. Voting by proxy is not permitted. ✓

Article 14: Notice

A general meeting or special meeting of the members of the Society shall be called by giving at least fifteen (15) days' written notice to the members entitled to receive notice of a general meeting. For the purposes of sending notice to any member for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the book of the Society. No error or omission in giving notice of any general meeting or special meeting or any such adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and these members who are entitled to notice may at any time waive or reduce the period of notice by unanimous consent in writing and may ratify, approve and confirm any or all proceedings thereat by unanimous consent.

Article 15: Good Standing of Members

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.

Article 16: Membership Ceases

Any member who desires to resign from membership in the Society may notify the board of directors in writing to that effect and on receipt by the board of directors of such notice, the member shall cease

to be a member. Such a member shall remain liable for payment of any assessment or other sums levied or debt due and owing by him to the Society prior to acceptance of his resignation. Any member who fails to pay membership fees for two (2) consecutive years is presumed to have withdrawn or resigned from membership in the Society. Such member may be reinstated after payment of all overdue fees, assessment or other sums levied or debt due and owing by him to the Society, if any.

Article 17: Expulsion of Members

The director shall have the power, by a vote of three-fourths of those present, to expell or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society of who wilfully commits a breach of the constitution or by-laws of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him or without having first been given an opportunity to be heard by the directors at a meeting called for that purpose.

Article 18: Loss of Membership

Any member who resigns or is expelled from the Society shall forthwith forfeit all rights, claims and interest arising from or associated with membership in the Society.

Article 19: Borrowing, Audit, Seal and Cheques

(a) Borrowing: For the purpose of carrying out the objects of the Society, the directors may borrow, or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable, debenture or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society; provided, however, that none of these powers shall be exercised except in accordance with the Society Act and the sanction of a special resolution passed by a majority of not less than seventy-five percent (75%) of the votes of those members who, being entitled to vote, vote in person, and provided that each member of the Society entitled to notice of meeting shall be given fifteen (15) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.

(b) Audit: The board of directors may appoint or may waive the appointment of an auditor from year to year.

(c) Seal: The Society shall have a seal which shall not be affixed to any instrument except in the presence of:

- i) Any two (2) persons, one from each of the following classes: president, vice-president, secretaries and treasurer;

- ii) Such other person or persons as may be prescribed from time to time by the resolution of the board of directors.

(d) Cheques: All cheques, bills of exchange or other orders for the payment of money, notices or other evidence of indebtedness issued in the name of the Society, shall be signed by any two (2) directors in such manner as shall from time to time be determined by resolution of the board of directors.

Article 20: Amendments to Constitution and By-Laws, Books, Records, Inspection

(a) Amendments to Constitution and By-Laws:

- i) The by-laws of the Society shall not be altered or added to except by a special resolution of the Society.
- ii) For all purposes of the Society, "special resolution" means a resolution passed in general meeting by a majority of not less than seventy-five percent (75%) of the votes of those members of the Society who, being entitled to do so, vote in person.

(b) Books and Records: The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

(c) Inspection: The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by laws or authorized by the directors or by resolution of the members, whether previous notice thereof has been given or not.

Article 12: Interpretation

In all by-laws of the Society the singular shall include the plural and the plural the singular and the masculine shall include the feminine. Whether reference is made to any statute or section thereof such reference shall be deemed to extend and apply to any amendments to said statute or section, as the case may be.

DATED at the City of Vanocuver, in the Province of Britsih Columbia this 30th day of April, 1984.

WITNESS

APPLICANTS FOR INCORPROATION

James Soong
Name

Raymond Chan
RAYMOND CHAN
1409 EAST 1ST AVENUE
VANCOUVER, B.C.

3405 W. 10th Ave Vancouver
Address

TSANG YEE LEUNG
1443 EAST 62ND AVENUE
VANCOUVER, B.C.

Bank of Montreal
Occupation

T.Y. Leung

** as to all signatures **

