

BY-LAW NO. 1

Being a by-law relating generally to the transaction of the business and affairs of FOSTRIAN CHILDREN UNIVERSAL SOCIETY

BE IT ENACTED as a by-law of FOSTRIAN CHILDREN UNIVERSAL SOCIETY (hereinafter referred to as the "Society") as follows:

CORPORATE SEAL

1. Seal. The seal of the Society shall be in such form as shall be prescribed by the provisional directors of the Society and shall have the words "FOSTRIAN CHILDREN UNIVERSAL SOCIETY".

MEMBERSHIP

2. The Incorporators of the Society shall be the first members of the Society. Other members shall be those societies, corporations and individuals whose applications for admission as members have received the approval of the board of directors or the approval of the members evidence by a vote of a

majority of the members at an annual or other general meeting of members.

3. Votes. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of members.

4. Membership Fees. There shall be no dues or fees payable by members.

5. Resignation. Any member may withdraw from the Society by delivering to the Society a written resignation and lodging a copy of the same with the secretary of the Society.

6. Termination of Membership. The membership of a member may be terminated by a vote of three-quarters of the members at an annual or other general meeting.

HEAD OFFICE

7. Head Office. The Head Office of the Society shall be located at the City of Vancouver, in the Province of British Columbia, Canada, at the place therein where the business of the Society may from time to time be carried on.

8. Other Offices. The Society may establish such other offices and agencies elsewhere within Canada as the board of directors may deem expedient by resolution.

BOARD OF DIRECTORS

9. Number and Quorum. The property and business of the Society shall be managed by a board of directors consisting of not less than 5 nor more than 7 directors. A majority of directors shall constitute a quorum. In the case of an equality of votes the chairman shall have a second or casting vote.

10. Election. The election of directors of the Society shall take place every two years and directors shall be elected to hold office for a term of two years from the date of their election or until the second annual meeting of members following such date whichever is earlier. Directors shall be eligible for re-election.

11. Vacancy. The office of a director shall be automatically vacated:

- (a) if a director shall resign his office by delivering a written resignation to the secretary of the Society.
- (b) if he is found to be a lunatic or becomes of unsound mind,
- (c) if he becomes bankrupt or suspends payment or compounds with his creditors,

- (d) if at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office,
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill such vacancy.

12. Meetings. Meetings of the board of directors may be held at such time and place as may be determined by the directors provided that two days' notice of such meeting shall be sent in writing to each director. The Chairman or any two directors may at any time convene a meeting of the board of directors. No formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing.

13. Remuneration. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board. Such fixed sum may be paid to the directors as the members may, by resolution, determine, provided that nothing herein contained shall be

construed to preclude any directors from serving the Plan as an officer or in any other capacity and receiving compensation therefor.

14. Powers of Directors. The directors may exercise all such powers of the Society as are not by the Canada Corporations Act or by these by-laws required to be exercised by the members at general meetings.

15. Provisional Directors. Upon election at the first annual meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the Society.

16. Expenditures. The directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society with the right to employ and pay salaries employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Society.

17. Donations. The board of directors shall take such steps as they may deem requisite to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.

18. Indemnification of Directors. The Society hereby acknowledges that each and every director and officer of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every director and officer of the Society and his heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society for all amounts and damages which such director or directors or officer or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or them in or about the execution of the duties of his or their office or offices, and also from and against all other costs, charges and expenses which he or they sustain or incur in or about or in relation to the affairs of the Society except costs, charges or such expenses as are occasioned by his or their own wilful negligence or default.

COMMITTEES

19. Advisory Committees. The board may elect or appoint such committees as it may deem advisable, but in matters involving the exercise of a discretion the functions of such committees shall be advisory only.

20. Quorum. Unless otherwise specified by the board, each such committee shall have power to fix its quorum, to elect its chairman and to regulate its procedure.

21. Expenses. Members of committees, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the committee. Such fixed sum may be paid to the members of committees as the members of the Society may, by resolution, determine provided that nothing herein contained shall be construed to preclude any such member from serving the Society as an officer or in any other capacity and receiving compensation therefor.

22. Vacancies. Any member of any committee may be removed or replaced at any time by the board of directors and shall ipso facto cease to be a member of such committee upon ceasing to be a director. The board of directors may fill vacancies on any committee by election from among its number. If and whenever a vacancy shall exist on a committee, the remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, each member of a committee shall hold office as such until the next annual meeting of members after his election.

OFFICERS

23. Officers. The officers of the Society shall be a chairman, vice-chairman, secretary and treasurer and such other officers as the board of directors may by by-law determine.

24. Election or Appointment. The chairman, the vice-chairman, the secretary and the treasurer shall be elected by members at the annual meeting at which they were elected directors. Any other officers of the Society shall be appointed at the first meeting of the board of directors following each annual meeting of members and the board may remove at its pleasure any such officer. In the event there shall be a vacancy in the office of chairman, vice-chairman, secretary or treasurer at any time, the directors may appoint an officer to fill such vacancy which officer shall hold office until the next annual meeting of members.

25. Agents. The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

26. Remuneration. The remuneration of all officers, agents and employees shall be fixed by the board of directors

by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such officers, agents, or employees shall cease to be payable from the date of such meeting of members.

27. Term of Office. The officers of the Society shall hold office for a period of two years or until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

28. The Chairman. The chairman shall be the chief executive officer of the Society. The chairman shall preside at all meetings of the Society and of the board of directors. The chairman shall have the general and active management of the business of the Society. The chairman shall see that all orders and resolutions of the board are carried into effect and he or the vice-chairman, with the secretary or other officer appointed by the board for the purpose, shall sign all by-laws and other documents requiring the signatures of the officers of the Society.

29. The Vice-Chairman. The vice-chairman shall, in the absence or disability of the chairman, perform the

the duties and exercise the powers of the chairman and shall perform such other duties as shall from time to time be imposed upon him by the board.

30. The Treasurer. The treasurer shall have the custody of the Society's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society and in such depositories as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the Society as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the chairman and directors at the regular meeting of the board, or whenever they may require it, 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.

31. The Secretary. The secretary shall attend all meetings of the board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and

shall perform such other duties as may be prescribed by the board of directors or chairman, under whose supervision he shall be. The secretary shall be custodian of the seal of the Society, which he shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

MEETINGS OF MEMBERS

32. Annual Meeting. The annual meeting of the members of the Society shall be held at the Head Office of the Society or elsewhere as the board of directors may designate, at such time and on such date as shall be determined by the board of directors. At such meeting, the members shall receive a report of the directors.

33. Notice. Fourteen days' prior written notice shall be given to each member of any annual or special general meeting of members. Twenty-five per cent of the members present in person or represented by proxy at the meeting shall constitute a quorum.

34. Entitled to Vote. Each member of the Society shall be entitled to vote at a meeting of the Society and each member shall have one vote.

35. Show of Hands. Every question submitted to any meeting of the Society shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman shall, both on a show of hands and at the poll, have a second and casting vote in addition to the vote to which he is entitled.

36. Declaration of Result. At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

37. Chairman of the Meeting. At any meeting of members, in the absence of the chairman or vice-chairman, the members of the Society present entitled to vote shall choose another member of the board of directors as chairman. If no member of the board of directors is present or if all the directors present decline to take the chair, then the members of the Society present shall choose one of their member to be chairman.

38. Poll. If at any meeting a poll is demanded on any other question, it shall be taken in such manner and either at once, or after discussion as the chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn, notwithstanding anything herein

before provided.

39. Adjournment. The chairman may with the consent of any meeting adjourn the same from time to time. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the meeting, but no new business shall be brought before or dealt with at the adjourned meeting which is not in accordance with the notice calling the original meeting.

40. Proxy. A member may appoint as his proxy any other member to vote at any annual or special general meeting.

41. Questions Decided by Majority. At all meetings of members of the Society every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these by-laws.

AMENDMENT OF BY-LAWS

42. By-laws of the Society may be enacted, and the by-laws repealed or amended, by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the enactment, repeal or amendment

of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

FINANCIAL YEAR

43. Until changed by resolution of the board of directors, the financial year of the Society shall end on the last day of December in each year.

AUDITORS

44. The members shall at each annual meeting appoint an auditor to audit the accounts of the Society to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

45. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two officers or directors of the Society and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The directors shall have power from time to time

by by-law to appoint an officer or officers on behalf of the Society to sign contracts, documents and instruments in writing. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

RULES AND REGULATIONS

46. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

47. In these by-laws, the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

ENACTED the 10th day of July, 1981.

WITNESS THE corporate seal of the Society.

22 Mohamed
Chairman
[Signature]
Secretary