

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
CLAYOQUOT BIOSPHERE TRUST SOCIETY (the "Society")

HELD AT Tofino,
BRITISH COLUMBIA, ON THE 5th DAY
OF August, 2009, AT 6:00 pm.

PRESENT IN PERSON OR BY TELEPHONE CONFERENCE:

Don McMillan – Co-Chair
Gary Johnsen - Treasurer
Eric Russcher - Secretary
Dan Edwards – Director
Violet Clark - Director
John Platenius – Director (Alternate)
Lorraine Cameron – Ex-Officio
Kim Seward- Hannam – Ex-Officio

Chair and Secretary of the Meeting

Don McMillan acted as Chair and Eric Russcher as Secretary of the meeting.

Quorum

The Secretary advised that a quorum of members was present in person or by telephone conference.

Proposed Changes to the Constitution of the Clayoquot Biosphere Trust Society

1) Motion to delete paragraph 2 of the Constitution and replace it with:

"2. The Society's purposes are as follows:

- (a) to conduct and support research, education and programs which advance conservation and the understanding of natural processes in the marine and terrestrial ecosystems in the Clayoquot Sound Biosphere Reserve Region; and
- (b) to conduct and support research, education and programs in the local communities and First Nations within the Clayoquot Sound Biosphere Reserve Region that promote the health of individuals and communities."

Moved by: Eric Russcher Seconded by: Gary Johnsen

Passed: By Consensus

2) Motion to delete paragraphs 3 and 4 of the Constitution in their entirety.

Moved by: Eric Russcher Seconded by: Dan Edwards

Passed: By Consensus

3) Motion to renumber paragraphs 5 through 9 of the Constitution as paragraphs 3 through 7.

Moved by: Eric Russcher Seconded by: Dan Edwards

Passed: By Consensus

4) Motion to add the following as paragraph 8 of the Constitution:

"8. When the directors of the Society exercise their powers pursuant to paragraph 4 hereof regarding the recipients of any remaining assets of the Society upon dissolution, the directors will ensure that such recipients are "qualified" donees as defined by the *Income Tax Act* (Canada), as amended from time to time."

Moved by: Gary Johnsen Seconded by: Violet Clark

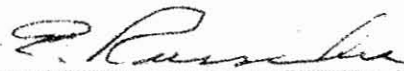
Passed: By Consensus

Other Business

There being no further business, the meeting then adjourned at 6:25 pm.



CHAIR



SECRETARY