



**MINUTES OF THE ANNUAL GENERAL MEETING OF MEMBERS OF
FOREST ENHANCEMENT SOCIETY OF BC (the "Society") HELD AT VICTORIA, BRITISH
COLUMBIA, ON THE 16th DAY OF MAY, 2017, AT 9AM**

DIRECTORS PRESENT IN PERSON:

Wayne Clogg, Chair
Dave Peterson

Mary Sue Maloughney
Jim Snetsinger

FESBC Staff Present:

Greg Anderson, ED
Leith McKenzie

Gord Pratt
Dave Conly

ABSENT:

Derek Orr

Chair and Secretary of the Meeting

Douglas Wayne Clogg acted as Chair and Greg Anderson, Executive Director, as Secretary of the meeting.

Notice of Meeting

The Chair stated that the Secretary had provided proof of mailing on May 1, 2017 of the notice calling the meeting and the other requisite material to all members of record, which was available for inspection upon request.

Quorum

The Secretary advised that a quorum of three members, including an Assistant Deputy Minister, was present in person.

Financial Statements and Auditor's Report

UPON MOTION DULY MADE, IT WAS RESOLVED that the financial statements and auditor's report of the Society for the fiscal year ended December 31, 2016, be and are hereby received.

Appointment of Auditors

UPON MOTION DULY MADE, IT WAS RESOLVED that KPMG be and are hereby appointed auditors of the Society to hold office until the close of the next Annual General Meeting or until a successor is appointed.

Remuneration of Auditors

UPON MOTION DULY MADE, IT WAS RESOLVED that the directors be and are hereby authorized to fix the remuneration to be paid to the auditors of the Society.

Confirmation of Directors

The Chair advised that as Bylaw 6.3 of the Society’s Bylaws provides that the members will be the directors, annual election of directors is not required. The Chair confirmed the current directors are:

Douglas Wayne Clogg
James Gordon Snetsinger
John David Charles Peterson

Mary Sue Maloughney
Derek David Orr

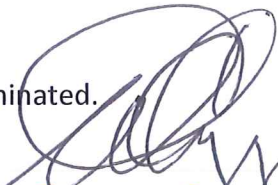
Replacement of Bylaws

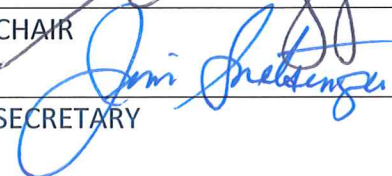
UPON MOTION DULY MADE, IT WAS RESOLVED as special resolutions that:

1. The current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies; and
2. The directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in carrying out the transition of the Society under the *Societies Act* and the replacement of the Bylaws.

Other Business

There being no further business, the meeting then terminated.



 CHAIR


 SECRETARY