

REVISED

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant
Don Etchison

Name of Foreign Principal
*Business Council of British Columbia
1/19/88*

Check Appropriate Boxes:

1. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
2. There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
3. The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

I am employed as Vice President for Corporate Relations with the Business Council. In addition to this I provide assistance to B.C. Unions, and/or government units in government relations. I am presently employed at \$40,000 (K) a year, but may also charge an hourly rate for additional work.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Regarding the "lobby" side of my work, I research information, and may visit Washington to meet with and talk to federal officials. In addition, I might call or write various officials.

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Monitor U.S. legislation and administrative actions in the areas of trade, commerce, energy and environment. Arrange meetings with U.S. federal officials to discuss issues of interest and concern to British Columbia.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Date of Exhibit B

February 2, 1989

Name and Title

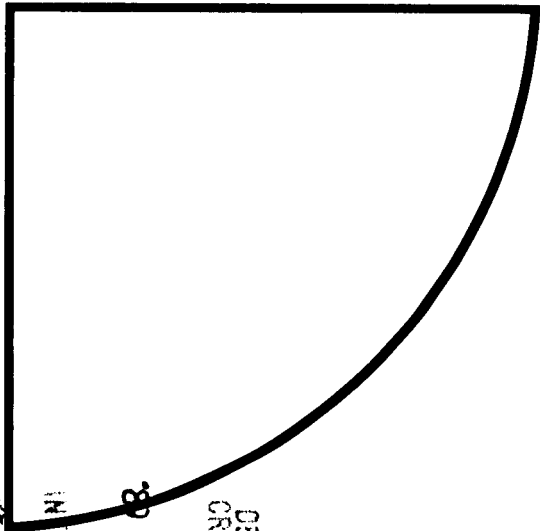
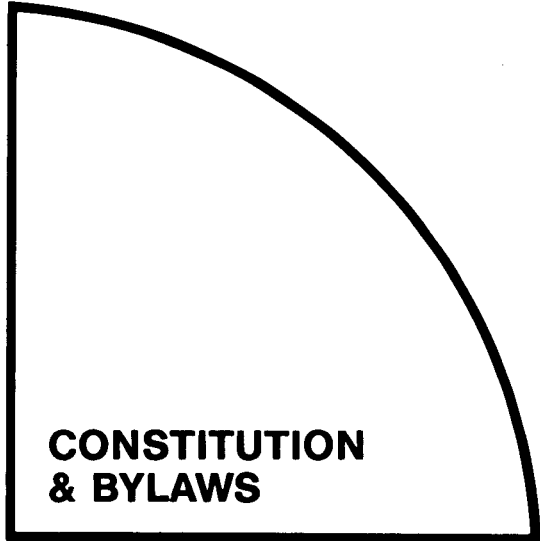
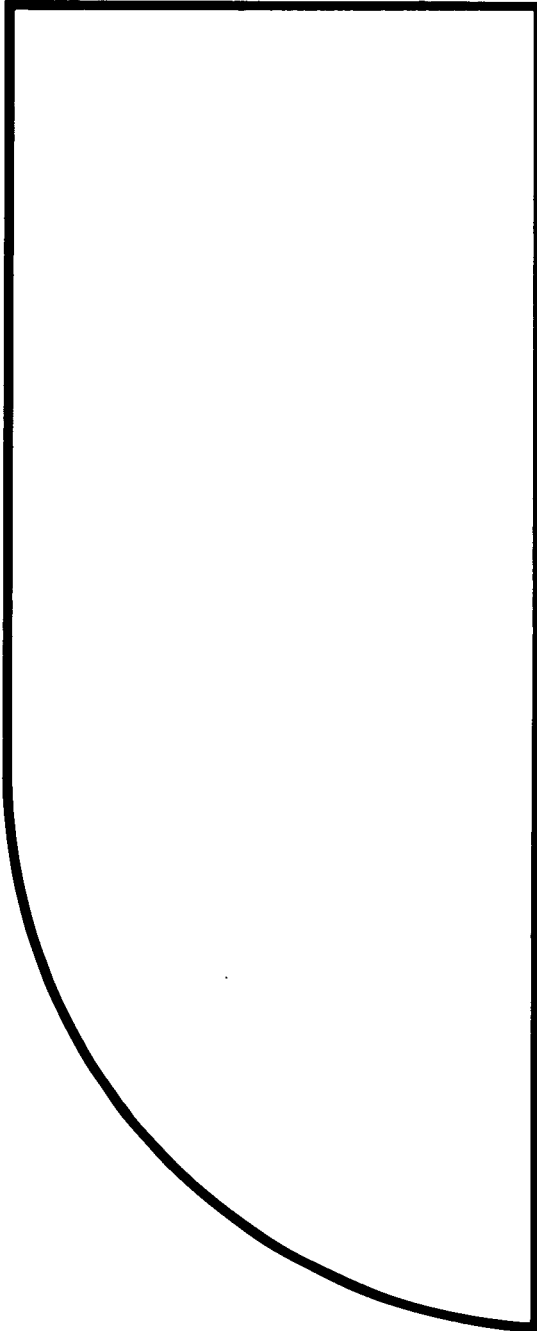
Don Etchison
Vice President
Business Council of B.C.

Signature

Don Etchison

¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

**Business Council
of British Columbia**



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**BUSINESS COUNCIL
OF
BRITISH COLUMBIA**

CONSTITUTION AND BYLAWS

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**BUSINESS COUNCIL
OF
BRITISH COLUMBIA
(Incorporated 16 March 1966)**

CONSTITUTION

1. The **NAME** of the society is **BUSINESS COUNCIL OF BRITISH COLUMBIA**, hereinafter in this constitution and bylaws referred to as the council.

2. The **OBJECTS** of the council are to promote the well being of commerce and industry in Canada in general and in British Columbia in particular; to assist concerns engaged in commerce and industry and to that end to undertake research and educational programs and make available to commercial and industrial concerns the benefits to be derived therefrom; to collect and disseminate to concerns engaged in commerce and industry information of all kinds; to make available to the public information of all kinds relating to commerce and industry; to encourage discussion among members of the council and the public generally of economic and other problems affecting commerce and industry; to undertake studies of tariffs, taxes, productivity indices, interest rates and other statistics relating to commerce and industry in Canada; and to do all things necessary for the attainment of the aforementioned objects.

3. The **OPERATIONS** of the council are to be chiefly carried on in the City of Vancouver and throughout the Province of British Columbia.

BYLAWS

BYLAW I--MEMBERSHIP

1. Applications for membership shall be in such form as shall be prescribed by the board.
2. Membership shall be open to any corporation, society, association, partnership, organization or person carrying on a business or profession in industry or commerce or in a field related thereto which or who subscribe to the objects of the council and which or who are invited to become a member by the board.
3. Membership in the council shall be in one of four classes, viz corporate, government affiliate, associate, and individual. Corporate membership shall be open only to corporations carrying on an industrial or commercial enterprise and which, in the opinion of the board, are not controlled by a government whether in Canada or elsewhere. Government affiliate membership shall be open only to those entities carrying on an industrial or commercial enterprise and which, in the opinion of the board, are controlled by a government whether in Canada or elsewhere. Associate membership shall be open only to trade associations, organizations or partnerships carrying on an industrial or commercial enterprise or actively engaged in a field related thereto. Individual membership shall be open to persons who are now or have previously carried on a business or profession in industry or commerce or in a field related thereto.
4. A corporate member shall be entitled to nominate as many of its officers and employees as the board may permit to enjoy the privileges of membership and to exercise the duties and functions of membership in the council for and on behalf of the corporate member. A corporate member may revoke any such nominations by it at any time, and from time to time may nominate other officers and employees in the place and stead of the first nominees. A corporate member shall advise the secretary of the council of the name of the representative of the corporate member who will cast the corporate member's vote at general meetings of the council.

5. A government affiliate member shall be entitled to participate in all activities of the council directed by the industrial relations division, and shall have the right to committee membership within this division on the same terms and conditions as corporate members. A government affiliate member shall be entitled to nominate two individuals who are either officers or employees of the member to enjoy the privileges of membership and to exercise the duties and functions of membership for and on behalf of the government affiliate member. A government affiliate member may revoke any such nomination by it at any time and from time to time may nominate other officers and employees in place and stead of the first nominees.

6. An associate member shall be entitled to nominate two persons, who must be members in good standing of the associate member, and one of such persons shall be entitled to enjoy the privileges of membership and to exercise the duties and functions of membership in the council for and on behalf of the associate member, and the other of such persons shall be the alternate of the first, and shall have his privileges, duties and functions when the first person nominated is absent.

7. An individual member shall be a member of the council in his own right exclusively and may not delegate his privileges, duties and functions of membership in the council to anyone who is not a member or a nominee of a corporate or associate member.

8. The board may at any time change the class of membership of any corporate member to that of government affiliate if the board is of the opinion that such corporate member has become controlled by any government whether in Canada or elsewhere. The decision of the board shall be final and the board shall not be required to give any reason for its decision to any member whose classification has been changed hereunder.

9. Membership fees shall be prescribed from time to time by the board. Corporate membership fees and government affiliate membership fees shall be based on or related to the size of the member in accordance with principles which shall be determined by the board, but government

affiliate membership fees shall not exceed seventy-five per cent (75%) of the membership fee payable by a corporate member similar in size and nature. Associate membership fees and individual membership fees shall be prescribed from time to time by the board in accordance with principles which the board shall determine.

10. The board may terminate the membership of any member at any time if the board in its sole discretion determines that the member no longer subscribes to the objects of the council, or if the board in its sole discretion determines that the member has not abided by these bylaws or any rules or regulations made by the board pursuant thereto, or in the event that the membership fees of any member shall be in arrears for a period of three months or more. The decision of the board shall be final and the board shall not be required to give any reason for its decision to any member whose membership is terminated hereunder.

11. Notwithstanding resignation, the resigning member shall continue to be liable to pay to the council any and all fees assessed with respect to any period, or due or accruing due, up to and including the 31st day of December in the year in which the resignation becomes effective.

BYLAW II--MEETINGS OF THE COUNCIL

1. The annual general meeting of the council shall be held once in every year at such time and date and at such place as the board shall determine and failing such determination on the third Tuesday in March in each year at the principal office in Vancouver of the council. The annual general meeting shall be held for the purpose of receiving the statements of accounts and balance sheets of the council, of electing governors for the ensuing year, of appointing an auditor or auditors and of transacting such other business as may properly be brought before the meeting.

2. Special general meetings of the council may be called by the board and shall be called forthwith upon the secretary receiving written notice given by at least 10 corporate members of the council stating the purpose for which the meeting is required.

3. At least 14 days written notice of the annual or special general meetings of the council shall be given each member of the council. Such notice shall be in a form prescribed by the board and specify the time, date and place of the meeting and the business to be transacted at the meeting.

4. At all general meetings of the council the chairman of the board, or in his absence that member of the council designated by the board shall preside.

5. At all general meetings of the council a quorum shall consist of 10 corporate members in good standing.

6. All classes of members shall have the right to attend all general meetings of the council.

7. Each corporate member in good standing shall be entitled to one vote at all general meetings of the council. A corporate member may vote by its duly authorized representative who shall be entitled to speak, vote, act as proxy and, in all other respects, exercise the rights of the corporate member he represents.

8. Associate and government affiliate members shall be entitled to take part in all discussions conducted at all general meetings of the council but shall not be entitled to vote thereat. Each individual member in good standing shall be entitled to one vote at all general meetings of the council.

9. At all meetings of the council every question shall be determined by a majority of votes unless otherwise specifically provided by the Societies Act or by these bylaws. In the case of tie votes the chairman shall have a second or deciding vote.

BYLAW III--BOARD OF GOVERNORS

1. The property and business of the council shall be managed by a board of governors (in these bylaws called the "board") who shall be elected from among the representatives of the corporate and individual members of the council.

2. The board shall consist of not fewer than 20 and not more than 35 governors or of such greater or lesser number of governors as shall be approved at an annual or special general meeting.

3. A quorum of the board shall consist of three governors of whom one shall be the chairman of the board or the president of the council.

4. At the first annual general meeting, one-third of the governors shall be elected for a term of three years; one-third shall be elected for a term of two years; and one-third shall be elected for a term of one year. At subsequent annual general meetings, a sufficient number of governors shall be elected to take the place of the retiring governors and to fill vacancies whether created by enlargement of the board or otherwise. A retiring governor shall be eligible for re-election.

5. The office of governor shall be automatically vacated:

(a) if a governor shall resign his office by delivering a written resignation to the council;

(b) if the corporate member of which he is a nominee shall cease to be a member of the council.

(c) if the governor shall cease to be employed by a corporate member of the council;

(d) if he becomes bankrupt or suspends payment or compounds with his creditors;

(e) on death; or

(f) by extraordinary resolution of the council;

provided that if any vacancy occurs for any reason the board may by resolution fill the vacancy, such appointment to continue until the next annual general meeting of the council.

6. Meetings of the board may be held at any time and place to be determined by the chairman of the board or by

the president of the council acting in the absence of the chairman of the board, provided that five days' notice of such meeting shall be sent in writing to each governor. No formal notice shall be necessary if all governors are present at the meeting or waive notice thereof in writing.

7. A resolution in writing signed by two-thirds of the governors personally shall be as valid and effectual as if it had been passed at a meeting of the board duly called and constituted.

8. Governors, as such, shall not receive any remuneration for their services.

9. A governor shall remain in office until his term expires or until his successor is appointed or elected as the case may be.

10. The board may exercise all such powers of the council as are not by the Societies Act or by these bylaws required to be exercised by the members at general meetings.

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

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

13. The board may from time to time borrow money in any manner and without limit to amount on the credit of the council and in such amounts as they may think proper; and may cause to be executed mortgages and pledges of the real and personal property and rights of the council; and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, such moneys to be borrowed from any person, firm, corporation or bank on such terms as the lender may be

willing to advance the same; provided that debentures shall not be issued without the sanction of an extraordinary resolution of the council.

14. Any governor may in writing appoint any person who is approved by at least two-thirds of the governors, to be his alternate to act in his place at any meeting of the board at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the board and to attend and vote thereat as a governor when the person appointing him is not personally present. A governor may at any time in writing revoke the appointment of an alternate appointed by him.

15. Unless the context otherwise requires, reference in these bylaws to a governor or governors includes the alternate governor or alternate governors, as the case may be, when they are properly acting as such.

BYLAW IV--OFFICERS

1. The officers of the council shall be the chairman of the board of governors, a vice-chairman, a president, a secretary, a treasurer, and such other officers as the board may determine. The offices of secretary and treasurer may be held by the same person.

2. The officers of the council shall be appointed by the board at its first meeting following each annual general meeting of the council.

3. The board may appoint such agents and engage such other employees as it may deem necessary from time to time, who shall have such authority and shall perform such duties as shall be prescribed by the board from time to time.

4. The remuneration of officers, agents and employees shall be fixed by the board.

5. The officers of the council shall hold office at the pleasure of the board of governors for one year and until their successors are elected or appointed in their stead.

BYLAW V--DUTIES OF OFFICERS

1. The chairman or, in his absence, the president, shall preside at all meetings of the board.

2. The president shall be the chief executive officer of the council and shall have the general and active management of the business of the council. The president shall be, ex officio, a member of the board, shall be entitled to vote at board meetings and shall see that all orders and resolutions of the board are carried into effect.

3. The treasurer shall have the custody of the council's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the council and shall deposit all moneys and other valuable effects in the name and to the credit of the council and in such depositories as may be designated by the board from time to time. He shall disburse the funds of the council as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the chairman and governors at a 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 council. He shall also perform such other duties as may from time to time be determined by the board. He shall give the council a bond in a sum and with one or more sureties satisfactory to the board for the faithful performance of the duties of his office, and for the restoration to the council in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the council.

4. The secretary shall attend all meetings of the board when required by the board, and all meetings of the council and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the council and of the board, and shall perform such other duties as may be prescribed by the board or chairman, under whose supervision he shall be. He shall be custodian of the seal of the council,

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.

BYLAW VI--COMMITTEES

1. (a) The board may appoint standing committees or special committees and lay down terms of reference for such committees which may be reviewed from time to time. All committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to the board at such times as the board may from time to time require. The president of the council shall be ex officio a member of all committees. The board shall have power at any time to revoke any authority given to any such committees.

(b) A quorum of any committee shall consist of three committee members, one of whom shall be the chairman of the committee, or the president of the council.

2. (a) An interim policy review committee composed of such members of the board as the board shall decide shall be appointed by the board from time to time. The members of this committee shall be appointed for a one-year term and shall be eligible for re-appointment.

(b) The function of the interim policy review committee shall be to advise the president when he has to make a statement on behalf of the council covering any subject of major importance upon which board policy has not previously been determined.

BYLAW VII--AMENDMENTS OF BYLAWS

The bylaws of the council may be added to, repealed or amended by a bylaw enacted by a majority of the governors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds of the voting members of the council present in person or by proxy at a meeting duly called for the purpose of considering such addition, repeal or amendment to the bylaws, provided that the

enactment, repeal or amendment of such bylaw shall not be enforced or acted upon until the bylaws as added to, repealed or amended have been filed in accordance with the provisions of the Societies Act.

BYLAW VIII--FINANCIAL YEAR

The financial year of the council shall be the calendar year.

BYLAW IX--AUDITORS

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

BYLAW X--SIGNATURES AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the council, shall be signed by either two governors, of whom one may be the president, or by one governor, who may be the president, and the secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the council without any further authorization or formality. The board shall have power from time to time to appoint an officer or officers on behalf of the council either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the council 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.

BYLAW XI--RULES AND REGULATIONS

1. The board may prescribe such rules and regulations not inconsistent with these bylaws relating to the

management and operation of the council as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the council when they shall be confirmed, and in default of confirmation at such annual general meeting of the council shall at and from that time cease to have force and effect.

2. In these bylaws the singular shall include the plural and the plural the singular; the masculine shall include the feminine or neuter.

AMENDED:

April 28, 1976
October 17, 1984
March 17, 1988

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