

CANADA
 PROVINCE OF
 PRINCE EDWARD ISLAND

IN THE MATTER of the Companies Act,
 Revised Statutes of Prince Edward
 Island, 1988, Chapter C-14, Part II
 and amendments thereto

- and -

IN THE MATTER of the petition of Ray
 Howatt and others for a Charter of
 Incorporation by Letters Patent
 under the proposed name of "SPARC,
 Summerside Amateur Radio Club Inc.".

TO: THE HONOURABLE THE MINISTER OF JUSTICE
 THE PETITION OF YOUR PETITIONERS NAMED HEREIN,
 HUMBLLY SHEWETH:

1. THAT your Petitioners are desirous of obtaining a Charter of Incorporation by Letters Patent under the provisions of Part II of the Companies Act of Prince Edward Island, R.S.P.E.I. 1988, Chapter C-14, constituting them and others who become subscribers to the Memorandum of Agreement hereinafter mentioned, and those who hereafter become Members of the Proposed Corporation, a body corporate and politic, without share capital for the purpose of carrying out, without pecuniary gain to its members, the purposes hereinafter set forth.
2. THAT the proposed name of the Corporation is "SPARC, Summerside Amateur Radio Club Inc.".
3. THAT the purposes for which its incorporation is sought are set out in Schedule "A" hereto attached.
4. THAT the head office of the Corporation shall be in Summerside, Province of Prince Edward Island. The registered office of the Corporation shall be c/o Summerside Police Station, 270 Foundry Street, Summerside, Prince Edward Island, C1N 1G1.
5. THAT the names, addresses and callings of the Petitioners herein all of whom are of the full age of 18 years, are as follows:-

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
Ray Howatt	25 McGee Drive St. Eleanors P.E.I. C1N 4B5	Instructor of Computer Technology
Kevin Clark	Linkletter Rd Summerside R.R. 2 P.E.I. C1N 4J8	Electronics Technician
Marjorie Lecky	P.O. Box 295 Wilmot P.E.I. C1N 4Y8	Secretary

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6. THAT the Petitioners herein are to be the first or Provisional Directors of the Corporation, serving such Corporation until the first annual or special meeting for the election of Directors has been held.
7. THAT attached hereto and marked Schedule "B" is a Memorandum of Agreement setting forth the by-laws of the proposed Corporation including by-laws on the matters set out in Subsection (2) of Section 90 of the said Companies Act of Prince Edward Island.
8. THAT your Petitioners have undertaken that the said Corporation shall be carried on without the purpose of gain for its Members and that any profits or other accretions to the Corporation shall be used in promoting its purposes.

YOUR PETITIONERS THEREFORE PRAY that The Honorable The Minister of Justice, through the Director of Corporations, may be pleased to grant a Charter of Incorporation by Letters Patent constituting your petitioners, and such others as may become Members of the Corporation thereby created, a body corporate and politic without share capital, for the purposes hereinabove set forth under the name "SPARC, Summerside Amateur Radio Club Inc."

DATED this 4TH day of December, A.D. 1991.

David R. Hammond
David R. Hammond
David R. Hammond

Ray Howatt
Kevin Clark
Marjorie Lecky

SCHEDULE "A"

PURPOSES

The following are the purposes for which incorporation is being sought:-

- (a) TO actively participate in, and to foster the interest and events of amateur radio;
- (b) TO assist in every capacity possible in providing emergency communications when the occasion arises;
- (c) TO promote good relations with the general public on behalf of amateur radio;
- (d) TO provide meetings, social events and other activities for the benefit of the general membership;
- (e) TO increase the technical knowledge and operating skill of the club members, particularly newly licensed amateurs;
- (f) TO assist fellow amateurs, and those desirous of becoming qualified amateurs, in matters relating to amateur radio;
- (g) TO promote fellowship within the amateur radio fraternity;
- (h) TO enter into arrangements with any authorities, public or otherwise, that may seem conducive to the Corporation's purposes and to obtain from any such authority, any rights, privileges, licenses and concessions which the Corporation may think desirable and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (i) TO cooperate with other organizations, whether incorporated or not, which have purposes similar to the purposes of the Corporation;
- (j) TO draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable instruments or transferable instruments; and
- (k) TO do all such other things as are incidental or conducive to the attainment of the above purposes;
- (l) AND for these purposes to have power to make all necessary contacts and agreements, subject to the terms set out in the Memorandum of Agreement filed with this Petition; and
- (m) THE Corporation, is incorporated as a non-profit Corporation with the following restrictions on membership and operation:-
 - (i) The directors shall serve as directors and officers without remuneration and no director or member shall directly or indirectly receive any profit from his position as director, officer or member,

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provided a director, officer or member may be paid reasonable expenses incurred by him in the performance of his duties or on behalf of the Corporation.

- (ii) All income of the Corporation shall be used exclusively for carrying out the purposes of the Corporation. Upon the dissolution of the Corporation, and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada and which are recognized as such under the Income Tax Act, Canada.
- (iii) The Corporation shall be carried on without the purposes of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its purposes. No part of the income of the corporation shall be payable to or otherwise available for the personal benefit of any member thereof.

SCHEDULE "B"
MEMORANDUM OF AGREEMENT

MEMORANDUM OF AGREEMENT of SPARC, SUMMERSIDE AMATEUR RADIO CLUB INC., a Corporation for which incorporation by Letters Patent is being sought, under the provisions of the Companies Act, Revised Statutes of Prince Edward Island, 1988, Chapter C-14, Part II and amendments thereto by Petition which accompanies this Memorandum.

We, the undersigned, do hereby severally covenant and agree each with the other to become incorporated under the provisions of the Companies Act, Revised Statutes of Prince Edward Island, 1988, Chapter C-14, Part II and amendments thereto as a Corporation without share capital, for the purposes set forth in the foregoing Petition and under the By-Laws hereinafter set forth under the name "SPARC, Summerside Amateur Radio Club Inc.".

1. PRINCIPAL OFFICE

The head office of the Corporation (sometimes referred to herein as the "club") shall be at Summerside in the Province of Prince Edward Island and at such place therein as the Directors of the Corporation may from time to time decide.

2. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of December in each year.

3. CORPORATE SEAL

The seal of the Corporation shall be in such form as shall be prescribed by the Provisional Directors of the Corporation and shall have the words "SPARC, Summerside Amateur Radio Club Inc." or an abbreviated form thereon.

4. MEMBERSHIP

FULL MEMBERSHIP: Any person holding a Canadian Certificate of Proficiency of Amateur level or higher, or a recognized non-Canadian Certificate, with operating privileges in Canada, may become a full member subject to approval of a simple majority of members present at a meeting where a quorum is present.

LIFE MEMBERSHIP: Any Full Member may become a life Member if proposed at a Meeting, subject to the approval of a simple majority of members present at a subsequent Meeting where a quorum is present. Life Membership is granted for exemplary conduct by a member who has made major contributions to the Club. Life Members are exempt from dues.

ASSOCIATE MEMBERSHIP: Any person with a bona fide interest in Amateur Radio may become an Associate member subject to approval of a simple majority of members present at a meeting where a quorum is present.

HONORARY MEMBERSHIP: See article 22 on page 11.

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Every Member shall be entitled to vote at any meeting of the Club.

Membership in the Club shall cease upon the death of a member, or if, by notice in writing to the Secretary, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with this Constitution and By-Laws.

The Club may revoke the membership of any member who by personal action or conduct contravenes the objectives of the Club, by a simple majority vote of the members present at a meeting where a quorum is present.

5. THE EXECUTIVE:

The board of directors, which shall be called the executive, shall consist of the following officers of the club:

- (1) President,
- (2) Vice-President
- (3) Secretary and
- (4) Treasurer

and they shall be elected by a simple majority of members present in good standing at an annual meeting of the club where a quorum is present. The term of office shall be one (1) year.

PRESIDENT: The President shall be elected at the Annual Meeting of the Club. The PRESIDENT shall be a Full or Life Member. The term of office shall be one year without prejudice to re-election for future terms.

VICE PRESIDENT: The Vice-President shall be elected at the Annual Meeting of the Club. The Vice-President shall be a Full or Life Member. The Vice-President term of office shall be one year without prejudice to re-election for future terms.

TREASURER: The Treasurer shall be elected at the Annual Meeting of the Club. The Treasurer term of office shall be for one year without prejudice to re-election for future terms.

SECRETARY: The Secretary shall be elected at the Annual Meeting of the Club. The Secretary's term of office shall be for one year without prejudice to re-election for future terms. NOTE: The positions of Treasurer and Secretary may be combined into one position in the Club. Said position to be known as Secretary-Treasurer. The Club may appoint additional members to the Executive as required.

6. DUTIES OF THE EXECUTIVE:

PRESIDENT: The President shall preside at all meetings of the club and conduct the meetings in accordance with the Constitution and By-Laws of the club. He shall

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decide questions of order, sign official documents by and for the club and perform all customary duties pertaining to the office of President.

VICE-PRESIDENT: The Vice-President shall assume all the duties of the President in his absence and also carry out any duties assigned to him by the executive.

SECRETARY: The Secretary shall keep a record of the proceedings of all meetings, carry on all correspondence as instructed, read communications received, and read the minutes of the preceding meeting and keep a record of attendance.

TREASURER: The Treasurer shall keep a roll of members, receive and provide a receipt for all monies paid to the club, keep an accurate account of all monies received and expended, deposit funds in the club bank account without undue delay, pay no bills without proper receipts and authorization, submit a report at annual meetings of the receipts and expenditures of the club during the year and report on funds on hand at the beginning of the year, and the balance of funds at the end of the year.

7. COMMITTEES:

(1) The executive will appoint such committees as are required to further the aims and objectives of the club such as may be necessary for events such as field day, EMO affairs, liaison delegate, nominating committee chairman, etc. All members are eligible to perform as chairman or members of committees.

8. The executive as well as committee chairmen shall report to the club on their activities at all meetings of the club.

9. VACANCIES:

Vacancies in the executive shall be reported at the next meeting. A simple majority vote of members present at such meeting shall either empower the remaining executive to appoint a substitute or allow them to fulfill the function themselves for the balance of the term of office, or direct that an election will be held at the next meeting.

10. CONTINUITY:

At the expiration of the term of office, officers of the club shall turn over to their successors all books,

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records, and documents or other items received through or on behalf of the club.

11. REMOVAL FROM OFFICE:

Officers not attending meetings or otherwise not fulfilling the functions of their office may be removed from office by a simple majority vote of members at a meeting at which a quorum is present and at which the matter was discussed and the officer notified.

12. NOMINATION:

The nominating committee, chosen by the nominating committee chairman, shall contact and nominate a slate of officers for the following year. Present executive officers are eligible for nomination.

13. DUES:

The amount of annual dues shall be proposed by the executive and will be subject to approval by a simple majority of those club members present at a meeting at which a quorum is present. Annual dues are payable January 1st of each year. Membership AUTOMATICALLY LAPSES 30 DAYS after dues become in arrears.

14. MEETINGS:

Meetings will take place at 7:30 p.m. local time on the second Wednesday, of each month unless otherwise announced. The Annual Meeting of the Club shall be held within (3) three months before the end of each fiscal year of the Club. Ordinary Meetings will be held on the second Wednesday of every month at a place and time as determined by the Executive, unless deemed otherwise by the Executive. There shall be no monthly meetings held during the months of July and August due to summer vacation periods. A special Meeting of the Club may be called at any time by the President and/or the Executive, or upon the written request of 25% of the members. The Special Meeting will be convened within Thirty (30) days of the receipt of the request. Request is to be forwarded to the President, Secretary, or any member of the Executive, and is to state the purpose for which the Meeting is to be called. When a Special Meeting of the Club is called, members will be give Seven (7) days notice prior to the Meeting specifying the place, time and nature of the Meeting.

15. QUORUM:

SIX (6) members in good standing plus the president (or in his absence, the Vice-President) shall constitute a Quorum at any meeting. Meetings may be conducted without a quorum but motions are not effective until passed by a simple majority at the next meeting at which a quorum is present.

16. BANKING:

The executive shall choose the bank at which the club business is to be transacted. The Directors of the Company are hereby authorized from time to time

(a) to borrow money upon the credit of the Company in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

(b) to issue debentures or other securities of the Company;

- (c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (d) to mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real and personal, immoveable and moveable, undertaking and rights of the Company, present and future, to secure any debentures or other securities of the Company, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Company, present or future;
- (e) to delegate to such officer(s) or Director(s) of the Company as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

This By-law shall remain in force and be binding upon the Company as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Company under the Company's seal, of a By-law repealing or replacing this By-law shall have been received by such party and duly acknowledged in writing.

16.1 SIGNING OFFICERS:

Cheques shall be signed by the President and any one of: Vice-president, secretary, or treasurer.

17. ANNUAL:

(1) The annual meeting of the club shall be held in October unless otherwise designated by the executive. Annual meetings shall require a notice in writing mailed or emailed to all members at least two weeks prior to the meeting.

(2) The following shall take place at the annual meeting:

- (a) an election of officers,
- (b) presentation of reports by all officers and committee chairmen on the years activities,
- (c) approval of the minutes of the last annual meeting.

18. VOTING AT MEETINGS:

At any meeting each member shall have a vote. A vote may be given in writing to the Secretary or made by proxy through another member who is authorized in writing prior to a vote being taken. The proxy vote may be or may specify conditions. Only one proxy per member will be allowed.

19. ENACTMENT OF AMENDMENTS TO BY-LAWS:

Amendments to, enactment of and repeal of by-laws may be voted upon at an annual meeting or at a special meeting called for that purpose, providing the Secretary has been notified in writing at least four weeks prior to the meeting and a notice specifying the proposed change(s) has been mailed or emailed to all club members at least two weeks prior to the meeting.

20. In the event of delay in holding an annual meeting the executive shall remain in office until the meeting is called.

21. RESIGNATION OR EXPULSION:

(1) In the event of a member submitting his written resignation to the secretary or in the event a member is expelled by resolution of the general membership, he ceases to be a member and no refund of dues shall be made in such cases.

(2) A member ceases to be a member when annual dues are in arrears by 30 days.

22. HONORARY MEMBERSHIP:

The circumstances under which HONORARY MEMBERSHIP may be granted shall be as follows:

(1) The CANDIDATE must be and/or have been actively involved in the promotion of goodwill through the hobby of Amateur Radio. Or

(2) must have performed a valuable service on behalf of the hobby of Amateur Radio.

23. PROPOSALS:

Proposals for candidates for honorary membership may be made at any meeting of the club, by any member in good standing.

At a FOLLOWING meeting, where a quorum is present, there shall be a vote taken and upon receiving a simple majority vote of members present, the proposed candidate shall be granted HONORARY MEMBERSHIP status.

(1) There shall NOT be more than two honorary memberships granted during the club fiscal year ending DECEMBER 31.

Anyone granted membership status under ARTICLE 23 shall be notified in writing by the executive, not more than two (2) weeks after the majority vote is entered into the club minutes.

A candidate having been granted Honorary Member status, shall be presented with a certificate of same at the annual meeting of the club, following the majority vote.

Honorary Membership carries with it all rights and privileges of an "Associate" member in accordance with ARTICLE 4 of the by-laws. Honorary Members are exempt from dues.

The corporate seal shall be kept in the custody of the Secretary.

IN WITNESS WHEREOF the parties have hereunder set their hands and seals this 4th day of December , A.D. 1991.

David R. Hammond

Ray Howatt

David R. Hammond

Kevin Clark

David R. Hammond

Marjorie Lecky

CANADA
 PROVINCE OF
 PRINCE EDWARD ISLAND

IN THE MATTER of the Companies Act,
 Revised Statutes of Prince Edward
 Island, 1988, Chapter C-14, Part II
 and amendments thereto

- and -

IN THE MATTER of the petition of Ray
 Howatt and others for a Charter of
 Incorporation by Letters Patent
 under the proposed name of "SPARC,
 Summerside Amateur Radio Club Inc.".

AFFIDAVIT

I, DAVID .R. HAMMOND of Summerside, in the County of Prince, Province of
 Prince Edward Island, MAKE OATH AND SAY AS FOLLOWS:-

1. THAT I am a subscribing witness to the attached Petition and
 Memorandum of Agreement and was present and did see both of the same
 duly executed by the several Petitioners.

SWORN TO before me at
 Summerside, Prince County,
 Province of Prince Edward
 Island, this 6th , day
 Of December , A.D. 1991.

David R. Hammond

A COMMISSIONER FOR TAKING
 AFFIDAVITS IN THE SUPREME
 COURT

CANADA
PROVINCE OF
PRINCE EDWARD ISLAND

IN THE MATTER of the Companies
Act, Revised Statutes of Prince
Edward Island, 1988, Chapter C-14,
Part II and amendments thereto

- and -

IN THE MATTER of the petition of
Ray Howatt and others for a
Charter of Incorporation by
Letters Patent under the proposed
name of "SPARC, Summerside Amateur
Radio Club Inc.".

AFFIDAVIT

I, RAY HOWATT of St. Eleanors, in the County of Prince, Province of
Prince Edward Island, Instructor Computer Technology, MAKE OATH AND SAY AS
FOLLOWS:-

- 1. THAT I am one of the Petitioners herein and have full knowledge of the facts set out in the said Petition.
- 2. THAT the statements and allegations made and contained in the annexed Petition are true according to the best of my knowledge, information and belief.

SWORN TO before me at
Summerside, Prince County,
Province of Prince Edward
Island, this 4th day
of December ,A.D. 1991.

Ray Howatt

A COMMISSIONER FOR TAKING
AFFIDAVITS IN THE SUPREME
COURT

CANADA
PROVINCE OF
PRINCE EDWARD ISLAND

IN THE MATTER of the Companies
Act, Revised Statutes of Prince
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Ray Howatt and others for a
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Radio Club Inc.".

AFFIDAVIT

I, RAY HOWATT of St. Eleanors, in the County of Prince, Province of
Prince Edward Island, Instructor Computer Technology, MAKE OATH AND SAY AS
FOLLOWS:-

- 1. THAT I am one of the Petitioners herein and have personal knowledge of the matters herein deposed to except where otherwise noted.
- 2. THAT I have made diligent inquiries and am advised and verily believe that the name "SPARC, Summerside Amateur Radio Club Inc." is not the name of any other known company, or otherwise on public grounds objectionable.

SWORN TO before me at
Summerside, Prince County,
Province of Prince Edward
Island, this 4th day
Of December , A.D. 1991.

Ray Howatt

A COMMISSIONER FOR TAKING
AFFIDAVITS IN THE SUPREME
COURT

CANADA
PROVINCE OF
PRINCE EDWARD ISLAND

IN THE MATTER of the Companies
Act, Revised Statutes of Prince
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- and -

IN THE MATTER of the petition of
Ray Howatt and others for a
Charter of Incorporation by
Letters Patent under the proposed
name of "SPARC, Summerside Amateur
Radio Club Inc.".

CERTIFICATE

I, DAVID R. HAMMOND of Summerside, in the County of Prince, Province of
Prince Edward Island, Attorney, DO HEREBY CERTIFY:-

1. THAT I am an attorney residing and practicing at Summerside aforesaid.
2. THAT I have examined the Petition herein.
3. THAT in my opinion, the Petition for Letters Patent sufficiently complies
with provisions of the Companies Act.

DATED this 4th day of December , A.D. 1991.

DAVID R. HAMMOND