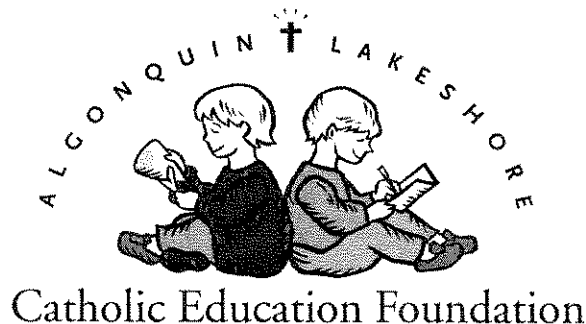


BY-LAW NO. 1

being the General By-law of



(Hereinafter referred to as the Corporation and/or Foundation)

INTERPRETATION

1. Definitions

In this By-law, unless the context otherwise specifies or requires:

- a. Act means the Corporations Act, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation shall be read as references to the substituted provisions therefore in the new statute or statutes;
- b. By-law means any By-law of the Corporation from time to time in force and effect;
- c. Letters Patent means the Letters Patent and any supplementary letters patent of the Corporation;
- d. Regulations means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.

2. Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- a. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- b. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- c. the headings used in the By-laws are inserted for reference purposes only and are not considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

HEAD OFFICE

3. Head Office

The head office of the Corporation shall be in the Town of Napanee, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

SEAL

4. Seal

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

DIRECTORS

5. Duties and Number

A board of directors who may be known and referred to as directors, trustees or governors shall manage the affairs of the Corporation. The board of directors shall consist of the number of directors set out in the Letters Patent or such other number of directors as may be determined from time to time by special resolution.

6. Qualifications

Every director shall be a member of the Corporation, or shall become a member within ten (10) days after election or appointment as a director and no undischarged bankrupt shall become a director.

AS AMENDED: October 5, 2004 At AGM

7. First Directors

The applicants for incorporation shall become the first directors of the Corporation whose term office on the board of directors shall continue until their successors are elected at the first meeting of members.

8. Election and Term

Subject to the provisions of this By-law, the members at an annual meeting shall elect directors yearly. The directors term of office shall be as follows:

- Chair – sits for a two year term, renewable for a second term (max. term 4 years).
- Vice-Chair – sits for a two year, renewable term (unless steps up to fill role of Chair). Vice Chair is automatically appointed to position of Chair upon retirement of the Chair (max. term 4 years).

- Treasurer be the Superintendent of Finance and Business Services of the Algonquin and Lakeshore Catholic District School Board or their designate with no restrictions on the term of office.
- Directors – sit for a three-year term, renewable for three term (max. 9 years)

The Directors will include representatives from the following employee groups and community partners of the Algonquin and Lakeshore Catholic District School Board:

- Archdiocese
- Trustee
- Student Trustee
- Ontario English Teachers' Association (OECTA)
- Canadian Union of Public Employees (CUPE)
- Principals / Vice-Principals
- Support Staff Association
- Catholic School Council
- Catholic School Community
- "Directors at large" which may or may not be filled
- Chair of the Algonquin and Lakeshore Catholic District School Board as ex officio
- Executive Director will be the Director of Education of the Algonquin and Lakeshore Catholic District School Board

AS AMENDED: September 16, 2008 At AGM

9. Vacancies

The office of a director shall automatically be vacated:

- a. if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
- b. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

c. if the director is, or has been, charged or convicted of any offence under the Criminal Code of Canada, Youth Criminal Justice Act or the Excise Act;

AS AMENDED: September 19, 2006 At AGM

d. if the director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;

e. if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the directors' term of office; or

f. if the director dies.

10. Filling Vacancies

A vacancy occurring in the board of directors shall be filled as follows:

a. if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 9(e) above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed directors' place shall hold office for the remainder of the removed directors' term;

b. any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office, provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and in default or if there are no directors then in office, the meeting may be called by any member;

c. otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

11. Executive Committee

Subject to Section 70 of the Act and in the event that the number of directors on the board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may

delegate to such executive committee any of the powers of the board of directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the board of directors. Subject to the By-laws and any resolution of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the board of directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 14, 15 and 19 hereof shall apply, with necessary modifications to the executive committee. Any executive committee member may be removed by resolution of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

12. Committees

The board of directors may from time to time appoint any other committee or committees such as the Nominating Committee as it deems necessary or appropriate for such purposes, and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

AS AMENDED: September 19, 2006 At AGM

13. Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

AS AMENDED: September 19, 2006 At AGM

MEETINGS OF DIRECTORS

14. Place of Meeting

Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario.

15. Notice

A meeting of directors may be convened by the Chair of the board (if any and if so authorized by special resolution of the Corporation), or the Vice Chair who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 56 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

16. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

17. Adjournment

The chair of the meeting, with consent of the meeting, to a fixed time and place, may adjourn any meeting of directors from time to time. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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 same.

18. Regular Meetings

The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meeting of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

19. Quorum

The number of directors, which shall form a quorum for the transaction of business, shall be that which is set out in the Letters Patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

20. Voting

Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of any equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

21.1 Telephone/Teleconference Participation

If all the directors of the Corporation present at or participating in a meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

21.2 Resolution In Lieu of Meetings

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors, or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors.

POWERS OF DIRECTORS

22. Administer Affairs

The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

23. Expenditures

The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The board of directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

24. Borrowing Power

The board of directors of the Corporation may from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or like liabilities whether secured or unsecured) of the Corporation;
- c. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debts, obligations or any money borrowed, or other debt or liability of the Corporation; and
- d. delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The power hereby conferred shall be subject to the restriction that the Corporation shall not incur any debts for current operating expenses, debts incurred in connection with the purchase and sale of investments and debts incurred in the course of administering charitable activities. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

25. Fundraising

The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations or any kind whatsoever for the purpose of furthering the objects of the Corporation.

26. Agents and Employees

The board of directors 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 of directors at the time of such appointment.

27. Remuneration of Agents and Employees

The board of directors shall subject to the other provisions of this By-law, fix the remuneration of agents, employees or committee members by resolution.

OFFICERS

28. Appointment

The board of directors shall annually or more often as may be required, elect a Chair of the board, from among themselves and if deemed advisable may appoint annually or more often as may be required one President, one or more Vice-Chairs, a Treasurer and one or more Assistant Treasurers. A director may be appointed to any office of the Corporation but, subject to Section 291 of the Act, none of the said officers except the Chair of the board need be a director or a member of the Corporation. The same person may hold two or more of the aforesaid offices. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as from time to time may be prescribed by the board of directors.

29. Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- b. the appointment of a successor;
- c. that officer ceasing to be a director or member if such is a necessary qualification of appointment;
- d. the meeting at which the directors annually appoint the officers of the Corporation;
- e. that officer's removal;
- f. that officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors by resolution may appoint a person to fill such vacancy.

30. Remuneration of Officers

The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

31. Removal of Officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

32. Duties of Officers May be Delegated

In the case of absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any other director for the time being.

33. Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

a. Chair of the board

Where the Corporation by special resolution provides for the election by the directors of a Chair of the board from among themselves, the directors may define the duties, and may assign to the Chairperson of the board any or all of the duties of the President or other officer of the Corporation, and in that case the special resolution shall fix and prescribe the duties of the President.

b. President

The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the Chair of the board in the event that there is no Chair of the board, or where there is a Chair of the board and such person is absent or refuses to act.

c. Vice Chair

The Vice Chair shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the Chair of the board in the event that there is no Chair of the board, or where there is a Chair of the board and such person is absent or refuses to act.

d. Secretary of the Corporation

The Secretary of the Corporation shall also be the Executive Director of the Foundation and shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so, and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.

e. Treasurer

Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and account records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require, but no director shall be liable for any failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

f. Executive Director

The board of directors will appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lawful authority. The Executive Director shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The Executive Director also serves as Secretary of the Corporation, (Item 33c.).

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

34. For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage, misfortune whatever which may happen in the execution of the duties of the directors or officers respective office or trust or in relation thereto unless the same shall happen by or through the directors or officers own wilful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

35. Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and 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 Corporation, from and against:

a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of duties of such office or in respect of any such liabilities; and

b. all other costs, charges and expenses which the director, officer or other

person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

INTERESTED DIRECTOR CONTRACTS

36. Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contact or arrangement by reason of any fiduciary relationship.

37. Submission of Contracts or Transactions to Members for Approval

The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and

upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

MEMBERS

38. Entitlement

Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation. The board of directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of his or her admission as a member. A normal period of membership is one (1) year and may be renewed for subsequent years by a resolution of the majority of members.

39. Resignation

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

40. Termination of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist

- a. upon death or dissolution of the member;
- b. when the member's period of membership expires (if any);
- c. when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- d. if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such a meeting.

41. Membership Dues

Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

MEMBERS' MEETINGS

42. Annual Meeting

Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

43. General Meetings

Other meetings of the members may be convened by order of the Chair of the board or Vice Chair who is a director and member, or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than one-tenth of the members.

44. Notice

Subject to Section 133(2) of the Act, ten (10) days written notice shall be given in the manner specified in paragraph 56 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

45. Waiver of Notice

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

46. Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

47. Quorum

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be presented by the Act, Letters Patent or By-law) shall be persons present being the majority and being or representing by proxy the majority of members. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 56 with regard to notice shall apply to such adjournment.

AS AMENDED: September 19, 2006 At AGM

48. Chair of the Meeting

In the event that the Chair of the board, if any, is, by special resolution of the Corporation, entitled or required to act as chair of the meeting and is absent, the Vice Chair is absent or is not a director, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chair.

49. Adjournment

The chair of any meeting may be with the consent of the meeting adjourn from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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 same.

If all the directors of the Corporation present at or participating in a meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a

director participating in such meeting by such means is deemed to be present at that meeting.

50. Voting of Members

Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of any equality of votes, the chair of the meeting shall both on a show of hands and a poll have a second or casting vote in addition to the vote or votes to which the chair may otherwise be entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless the member has paid all dues or fees, if any, then payable by the member.

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

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If, at any meeting, a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If, at any meeting, a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a 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.

51. Proxies

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have

one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

The member shall execute a proxy or the member's attorney authored in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be at a member.

A proxy may be in the following form:

The undersigned member of [name of Corporation] hereby appoints [name] of [domicile] or failing the person appointed above [name] of [domicile] as the proxy of the undersigned to attend and act at the [special/general/annual] meeting of the members of the said Corporation to be held on the _____ day of _____, 199 , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, A.D. 200__ .

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

CUSTODY AND VOTING OF SHARES AND SECURITIES

52. Voting Shares and Securities

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

53. Custody of Securities

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

54. Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

a. any one of the Chair of the board, the Vice-Chair together with any one of the Secretary or the Treasurer;

b. any two directors; or

c. any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to signing specific contracts, documents or instruments in writing. The term contracts, documents or instruments in writing, as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all papers writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

CHEQUES, DRAFTS, NOTES, ETC.

55. Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

56. Service

Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws, to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director

known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

57. Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

58. Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

59. Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to provide that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 56 of this By-law and put into a Post Office or into a letter box. A certificate of any officer of the corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

AUDITORS

60. Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by members or by the directors if they are authorized to do so by the members and the directors shall fix the remuneration of an auditor appointed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast

at that meeting appoint another auditor in such auditors stead for the remainder of the term.

FINANCIAL YEAR

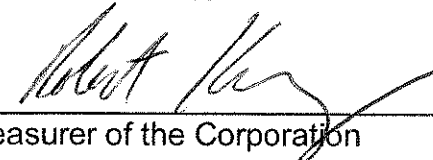
61. The financial year of the Corporation shall terminate on the 30th of June in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 16th day of September, A.D. 2008 .

WITNESS the seal of the Corporation



Chair of the Board



Treasurer of the Corporation