

BY-LAW NO. 1

As amended _____

A by-law relating generally to the transaction of the business and affairs of

ONTARIO PROSPECTORS ASSOCIATION

(hereinafter called the “Corporation”)

BE IT PASSED AND MADE as a by-law of the Corporation as follows:

ARTICLE ONE: BUSINESS OF THE CORPORATION

1.1 Head Office

Until changed in accordance with the *Corporations Act* (Ontario) (the “Act”), the head office of the Corporation shall be in the City of Thunder Bay, in the Province of Ontario.

1.2 Seal

The corporate seal of the Corporation shall be such as the board of directors may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for the Corporation’s use and safekeeping.

1.3 Execution of Contracts

(a) Contracts, documents or instruments in writing requiring the signature of the Corporation must be signed by the President or a Vice-President and by the Secretary or Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Despite the foregoing, the board of directors is authorized 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 or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(b) The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid.

(c) The term “contracts, documents or instruments in writing” as used herein shall include 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 and transfers, powers of attorney and assignments of shares, bonds, debentures or other securities; and all paper writings.

(d) In particular, without limiting the generality of the foregoing, the President or a Vice-President together with the Secretary or Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

1.4 Funds of the Corporation

Money received by the Corporation shall be under the control of the board of directors who shall designate the bank or banks, trust company or trust companies to act as bankers or depositaries to the Corporation, the officers who shall have custody of moneys or securities, and the mode of operation of the bank account or accounts of the Corporation.

1.5 Power to Make Expenditures and Receive Donations

The board of directors shall have power from time to time to authorize expenditures on behalf of the Corporation and the board of directors may by resolution delegate to any officer or officers or committees or subcommittees 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 and the board of directors may by resolution delegate to any officer or officers or committees or subcommittees of the Corporation the right to make expenditures for the purpose of furthering the objects of the Corporation.

The board of directors shall be entitled to take such steps as they may deem requisite or appropriate to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

1.6 Cheques, Drafts, Notes

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.

1.7 Agents and Attorneys

The board of directors shall have power from time to time to appoint agents or attorneys for the Corporation, in or out of Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

1.8 Fidelity Bonds

The board of directors may require such officers, employees and agents of the Corporation, as the board deems advisable, to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board of directors may from time to time prescribe.

1.9 Fiscal Year

The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the board of directors may from time to time by resolution determine.

1.10 Auditors

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

1.11 By-laws and Resolutions in Writing

Subject to the Act,

- (a) any by-law or resolution signed by all the directors is as valid and effective as if passed at a meeting of the board of directors, duly called, constituted and held for that purpose;
- (b) a resolution in writing signed by all the members is as valid and effective as if passed at a meeting of the members, duly called, constituted and held for that purpose; and
- (c) any by-law passed at any time during the Corporation's existence may, in lieu of confirmation at a general meeting, be confirmed in writing by all the members entitled to vote at such meeting.

1.12 Keeping of Corporate Records.

The Corporation shall prepare and maintain, at its registered office or at such other place in Ontario designated by the directors:

- (a) a copy of the Letters Patent and of any supplementary letters patent issued to the Corporation and of the memorandum of agreement, if any;
- (b) all by-laws and special resolutions of the Corporation;

- (c) a register of members in which are set out the names, in alphabetical order, the addresses and the callings of all persons who are or have been members of the Corporation and the dates on which every such person became and ceased to be a member; and
- (d) a register of directors in which are set out the names, in alphabetical order, the addresses and the callings of all persons who are or have been directors of the Corporation and the dates on which every such person became and ceased to be a director.

ARTICLE TWO: MEMBERS

2.1 Admission of Members

- a. All applicants for incorporation of the Corporation shall be members of the Corporation.
- b. All other persons interested in membership in the Corporation may be admitted into membership if they:
 - (i) have completed and submitted, to the Secretary of the Corporation an application form indicating their name, postal address and such other details as specified, from time to time, by the board of directors of the Corporation; and,
 - (ii) have paid the annual membership fee.
- c. Despite section 2.1(b), all individual members in good standing of all Affiliated Associations (as such term is hereinafter defined) and all individual members in good standing of the associations listed below shall be admitted as members of the Corporation if they have completed and submitted to the Secretary of the Corporation an enrollment form indicating their name, postal address and such other details as specified by the board of directors of the Corporation:
 - (i) the Prospectors and Developers Association of Canada (“PDAC”);
 - (ii) the Ontario Mining Association (“OMA”);
 - (iii) the Association of Professional Geoscientists of Ontario (“APGO”); and
 - (iv) any other associations which are approved by the board of directors of the Corporation.
- d. The Secretary of the Corporation shall, upon receipt of the required application form, enter their names into the register of members maintained at the head office of the Corporation.

- e. All members of the Corporation shall be required to pay membership fees upon their admission into membership. All members shall also be required to pay membership fees upon direction of the board of directors of the Corporation to maintain their membership in the Corporation. The fees to be paid by members shall be as determined by the board of directors of the Corporation.

2.2 Affiliated Associations

Until changed by a resolution by the board of directors of the Corporation, the Affiliated Associations shall be the Northern Prospectors Association, Kirkland Lake, Ontario; the Northwestern Ontario Prospectors Association, Thunder Bay, Ontario; the Porcupine Prospectors and Developers Association, Timmins, Ontario; the Sault and District Prospectors Association, Sault Ste. Marie, Ontario; the Sudbury Prospectors and Developers Association, Sudbury, Ontario; the Southern Ontario Prospectors Association; and/or such other associations or organizations as may be determined from time to time by resolution of the board of directors of the Corporation.

2.3 Membership

A membership in the Corporation is not transferable and lapses and ceases to exist upon the death of an individual member; upon the liquidation, dissolution or winding-up of a corporate member; or upon the delivery of a member's written resignation to the Secretary of the Corporation, or otherwise in accordance with the by-laws of the Corporation.

2.4 Membership Dues

Members shall be notified in writing of the applicable membership fees from time to time payable by them and, if such fees are not paid within six (6) calendar months of the receipt of such notice, any members in default shall thereupon cease to be members of the Corporation.

2.5 Resignation

Members may resign by delivering a written resignation to the President or Secretary of the Corporation which resignation shall be effective at any date or time on or after the execution of such member's resignation. In the case of a resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by such member to the Corporation prior to the acceptance of such member's resignation.

2.6 Removal

Upon thirty days' notice in writing to a member of the Corporation, the board of directors may pass a resolution authorizing the removal of such member from the register of members of the Corporation where in the sole opinion of the board of directors such members conduct has been detrimental to the Corporation's objectives and thereupon such person shall

cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

ARTICLE THREE: DIRECTORS

3.1 Board of Directors

The affairs of the Corporation shall be managed by a board of directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not, by the by-laws or any resolution of the Corporation or by statute, expressly directed or required to be done by the Corporation at a meeting of members.

3.2 Number of Directors

Until changed in accordance with the Act, the number of directors shall be such number of directors as is set out in the Letters Patent or such other number of directors as may be determined from time to time by special resolution of the members.

3.3 Qualification of Directors

No person shall be qualified to be a director of the Corporation unless he/she is eighteen (18) or more years of age and, subject to the provisions of the Act, is a member in good standing of the Corporation throughout his/her term as a director.

3.4 Composition of the Board of Directors.

Until changed by resolution of the board of directors, the board of directors of the Corporation shall consist of:

- (a) two (2) nominees from each of the six (6) Affiliated Associations, each of whom shall be entitled to one (1) vote at all meetings of directors unless only one (1) nominee of an Affiliated Association is in attendance at a meeting, in which case that single nominee present shall be entitled to two (2) votes;
- (b) one (1) nominee from the PDAC;
- (c) one (1) nominee from the OMA;
- (d) one (1) nominee from the APGO; and
- (e) three (3) directors each of whom shall be nominated for election by the Nominating Committee established pursuant to section 4.11 and who shall be elected annually by the members of the Corporation at large with the intent of maintaining broad provincial and sectoral representation;

(the Affiliated Associations, the PDAC, the OMA and the APGO, collectively referred to herein as the “Nominating Associations” and their nominees collectively referred to herein as the “Nominee Directors”).

3.5 Election of Directors and Term of Office

A director’s term of office (subject to the provisions, if any, of the Letters Patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are duly elected or appointed.

3.6 Form of Election

Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and, if a poll is demanded, such election shall be by secret ballot. The entire board shall retire at a meeting of members at which directors are to be elected but, subject to the provisions of this by-law, shall be eligible for re-election thereat. Retiring directors shall continue in office until their successors have been duly elected or appointed.

3.7 Vacancy

In the event of any vacancy, however caused (except if caused by a Nominee Director vacating office), occurring in the board of directors, such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Corporation if they shall see fit to do so; otherwise such vacancy shall be filled at the next meeting of members. In the event that a Nominee Director vacates offices for any reason, the Nominating Association, in its sole discretion, has the right to fill the vacancy so created. Any director appointed by the board of directors to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

In the event that the number of directors on the board of directors is increased by special resolution of the members in accordance with section 3.2 hereof, the vacancy created shall also be filled by resolution.

3.8 Vacation of Office

The office of a director of the Corporation shall be vacated if the party holding office:

- (a) becomes bankrupt or suspends payment or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (b) is found to be mentally incompetent or becomes of unsound mind;
- (c) resigns his/her office by notice in writing to the Secretary of the Corporation; or

- (d) ceases to be a member of the Corporation.

3.9 Removal of Directors

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office and may, by a majority of the votes cast at such meeting, elect any member in his/her stead for the remainder of his or her term or in the case of a Nominee Director being removed, require the Nominating Association to nominate another member in his/her stead for the remainder of his/her term.

3.10 Remuneration of Directors

The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any remuneration or profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. All such expenses must receive the prior written approval of the board of directors or the executive committee as signified by a resolution passed by the board of directors or the executive committee.

3.11 Validity of Actions

No act or proceeding of any director, the board of directors or any committee thereof shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director, board of directors or any committee thereof.

3.12 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors, solicitors or other professional advisors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE FOUR: MEETING OF DIRECTORS

4.1 Place of Meeting and Notice

Meetings of the board of directors may be held either at the head office of the Corporation or at any place within or outside of Ontario. Whenever possible, the time and place for the holding of such meeting shall be made to coincide with an Ontario event that the directors of the Corporation may be attending (e.g. OGS Symposiums or PDAC Annual Convention). A meeting of the board of directors may be convened by the President, a Vice-President or any two directors at any time and the Secretary shall convene such a meeting of directors as soon as reasonably practicable.

4.2 Notice of Meeting

Notice of any meeting of the board of directors shall be given in accordance with section 8.1 not less than two (2) days before the date of the meeting and shall specify the time and place of the meeting. Such meetings may be held at any time without formal notice if all the directors are present or if all of the directors who are not present waive notice in writing addressed to the Secretary of the Corporation. Attendance of a director at a meeting of the board is 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 was not lawfully called.

Notice of an adjourned meeting of the board of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.3 First Meeting of New Board

For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board of directors, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present and acting throughout.

4.4 Participation by Telephone

If all the directors present at or participating in the meeting consent, a meeting of the board of directors, or of any committee thereof, may be held by means of telephone, video conference or other communication facility as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A director participating in a meeting by such means is deemed to be present in person at that meeting for the purposes of the Act and this by-law.

4.5 Chair

The Chair of any meeting of the board of directors shall be the director holding the first of the following offices and who is present at the meeting: the President, a Vice-President, or, if more than one, the Vice-President in order of seniority. If no such officer is present, the directors present shall choose one of their number to be the Chair.

4.6 Quorum

A majority of the number of directors holding office at the time, but in no case less than two-fifths of the board of directors, shall constitute a quorum for the transaction of business at any meeting of the board of directors. Notwithstanding vacancies in the board of directors, the remaining directors may exercise all the powers of the board of directors as long as a quorum of the board of directors remains in office.

4.7 Voting

Questions arising at any meeting of the board of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his/her original vote, shall have a second or casting vote.

4.8 Interest of Directors in Contracts

Subject to the provisions of the Act, no director shall be disqualified by his/her office from contracting directly or indirectly, or having any interest whatsoever in a contract or entering into an arrangement with the Corporation. No director so contracting or entering into an arrangement shall be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding office or the fiduciary relationship thereby established.

4.9 Declaration of Interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

4.10 Executive Committee

Whenever the board of directors consists of more than six (6) directors, the board of directors may elect, from among its members, an executive committee consisting of not less than three (3) directors, which committee shall have power to fix its quorum at not less than a majority of its members and which committee may exercise all the powers of the board of directors, subject to the provisions of the Act and any restrictions imposed from time to time by the board of directors.

4.11 Nominating Committee

The board of directors may elect from among its members a Nominating Committee consisting of not less than three (3) directors. The duty of the Nominating Committee shall be to present and recommend to the members at each annual meeting of members a list of members duly nominated and seconded for each and every director's position (the "List of Nominees"), including Nominee Directors, such regional representatives, and members of the Corporation, as it may deem appropriate. In preparing the List of Nominees, the Nominating Committee shall canvass members, receive recommendations from the members regarding prospective nominees, canvass the prospective nominees and shall, among other things, attempt to achieve geographical representation on the List of Nominees.

4.12 Other Committees

The board of directors may by resolution create one or more other committees which may, but need not, include members of the board of directors. Until otherwise provided, the President shall be a member ex officio of all committees. Committees created by the board of directors shall be given written terms of reference by the board of directors.

4.13 Protection of Directors and Officers

- (a) No director or officer of the Corporation shall be personally liable for:
- (i) the acts, receipts, neglects or defaults of any other director, officer or employee of the Corporation;
 - (ii) any loss, damage or expense of the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors of the Corporation or for or on behalf of the Corporation;
 - (iii) for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested;
 - (iv) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or with which any moneys, securities or effects shall be lodged or deposited; or
 - (v) for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.
- (b) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation, shall not per se disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE FIVE: INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

5.1 Indemnity

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his/her 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 him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
- (b) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE SIX: MEETINGS OF MEMBERS

6.1 Annual Meetings

Subject to compliance with Section 293 of the Act which provides that a corporation shall hold an annual meeting of its members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding meeting, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the board of directors may by resolution determine. At annual meetings there shall be presented a report of the board of directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report and such other information or reports relating to the Corporation's affairs as the board of directors may determine.

6.2 General Meetings.

Other meetings of the members (to be known as "general meetings") may be convened by order of the President, a Vice-President or by the board of directors and may be held at any date and time and at any place within Ontario.

6.3 Special Meetings

Special meetings of members may be convened by the Secretary on requisition of any of

- (a) the President, or a Vice-President;
- (b) at least five (5) members of the board of directors; or
- (c) at least twenty (20) of the members in good standing at the date of delivery of such requisition.

The requisition calling such special meeting shall contain a brief summary of the purpose for which the meeting is being called and the business to be transacted thereat. Whenever possible, the time and place of such meeting shall be made to coincide with an Ontario event that the directors of the Corporation may be attending (e.g. OPA Symposium, an Affiliated Association Symposium or PDAC Annual Convention).

6.4 Notice

The notice of any meeting of members shall be given to each member, each director and to the auditor of the Corporation not less than twenty-one (21) days and no more than fifty (50) days, before the date of the meeting.

The notice of any meeting of members shall be given by the Secretary of the Corporation, in accordance with Article 8.1 and shall state the day, hour and place of the meeting. The notice shall also state or shall be accompanied by a statement of:

- (a) the nature of any special business to be transacted at the meeting in sufficient detail to permit a member to form a reasoned judgment thereon, and
- (b) the text of any special resolution or by-law to be submitted to the meeting.

For the purposes of this section “special business” includes all business transacted at a special meeting of members and all business transacted at an annual meeting of shareholders, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor.

6.5 Meetings Without Notice

Any meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy have waived notice of the meeting in writing addressed to the Secretary of the Corporation. Attendance of a member at a meeting of the members is a waiver of notice of the meeting, except where a member attends at the meeting for the express purpose

of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

6.6 Omission of Notice

The accidental omission to give notice of any meeting of members or the non-receipt of any notice by any member, director or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

6.7 Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be the members, the auditor and the solicitor of the Corporation and others who are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted to the meeting only on the invitation of the Chair of the meeting or with the consent of the majority of the members in attendance at the meeting.

6.8 Proxies

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to attend such meeting and exercise, subject to any restrictions expressed in the appointing instrument, the same voting rights that the appointing member would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or the Chair of the meeting or as may be directed in the notice calling the meeting.

6.9 Quorum

The presence of two (2) members shall be a quorum of any meeting of members for the choice of a Chair and the adjournment of the meeting; for all other purposes the presence in person or by proxy of not less than twenty (20) members in good standing, from time to time, shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

6.10 Chair

The Chair of any meeting of the members shall be the first mentioned of such of the following officers as have been appointed and who is a director and who is present at the meeting: President, a Vice-President or, if more than one, the Vice President in order of seniority. If no such officer is present, the members present at any meeting of members shall choose another director as Chair and if no director is present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair.

6.11 Voting

Each person, who at the time of the meeting is entered in the books of the Corporation as a member, shall be entitled to one vote in person or by proxy at meetings of members. Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands. In the case of an equality of votes, the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote. At any meeting, unless a poll is demanded, a declaration by the Chair that 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

6.12 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Before or after a vote by a show of hands has been taken upon any question, the Chair of the meeting may require, or any member or proxy holder present and entitled to vote may demand, a ballot thereon. Unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon such question.

6.13 Polls

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 a poll is demanded on any other question, it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair 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.

6.14 Casting Vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to an additional or casting vote.

6.15 Adjournments

The Chair may, with the consent of any meeting, adjourn the same from time to time 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.

ARTICLE SEVEN: OFFICERS

7.1 Officers

The board of directors shall, annually or as often as may be required, appoint a President from among themselves. The board of directors shall also appoint a Secretary and, if deemed advisable, may, annually or as often as may be required, appoint Vice-Presidents, a Treasurer and one or more Assistant Secretaries or Assistant Treasurers. No such officers, except the President and any Vice-President need be members of the board of directors. The offices of Secretary and Treasurer may, in the discretion of the board of directors, be held by the same person who may, but need not, be known as the Secretary-Treasurer. The board of directors may appoint such other officers and agents, who may or may not be employees of the Corporation, as they shall deem necessary and who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

7.2 Remuneration and removal of officers

The board of directors may fix the remuneration (if any) to be paid to officers of the Corporation who are full time, bona fide employees of the Corporation and who hold an office with the Corporation as an incident to such employment. No other officers shall be entitled to remuneration. All officers, in the absence of agreement to the contrary, shall be subject to removal, at pleasure, by resolution of the board of directors at any time with or without cause.

7.3 Delegation of Duties of Officers

Except as provided in sections 7.5 hereof, in case of absence or inability of an officer of the Corporation to act 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 such officer to any other officer or to any director for the time being.

7.4 President

The President shall, when present, preside as Chair at all meetings of the board of directors and members. The President shall sign all contracts, documents or instruments as require the signature of President and shall have such other powers and duties as may from time to time be assigned by the board of directors or as are incident to the office of President.

7.5 Vice-President

The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President, or, if more than one, the Vice-

President in order of seniority shall, in the absence of the President, preside as Chair at all meetings of the board of directors and members. The Vice-President or, if more than one, Vice-Presidents, shall sign all such contracts, documents or instruments in writing as require the signature of Vice-President and shall have such other powers and duties as may from time to time be assigned by the board of directors or as incident to the office of Vice-President.

7.6 Secretary

The Secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of any committee of the Corporation. The Secretary shall keep all records of the Corporation as required under section 1.12 hereof and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at meetings of directors and of members. The Secretary shall be the custodian of the seal (if any) of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and duties as may from time to time be assigned to the board of directors or as incident to the office of Secretary.

7.7 Treasurer

Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all 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 sign such contracts, documents or instruments in writing as require the signature of Treasurer and shall have such other powers and duties as may from time to time be assigned by the board of directors or as incident to the office of Treasurer. The Treasurer may be required to give such bond for the faithful performance of the duties of Treasurer as the board of directors in their uncontrolled discretion may require and no director shall be liable for 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.

7.8 Assistant Secretary

The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries, shall sign such contracts, documents or instruments in writing as require the signature of Assistant Secretary and shall have such other powers and duties as may from time to time be assigned by the board of directors or by the Secretary of the Corporation.

7.9 Vacancies

If the office of the President, Vice-President, Secretary or Treasurer, one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise the board of directors may elect or appoint an officer to fill such vacancy provided that the requirements of section 7.1 are observed.

ARTICLE 8: NOTICES

8.1 Service

Any notice to be given to any member, director or auditor of the Corporation shall be sufficiently sent and given if:

- (a) delivered personally to the person to whom it is to be given; or
- (b) delivered to the last address of such person as shown in the records of the Corporation; or
- (c) mailed by prepaid ordinary mail or air mail in a sealed envelope addressed to such person at his/her last address as shown on the records of the Corporation; or
- (d) sent by any means of wire or wireless or any other form of transmitted or recorded communication if transmission of such communication is confirmed electronically or in writing by the recipient.

The Secretary may change the address on the records of the Corporation of any member, director or auditor in accordance with any information believed by the Secretary to be reliable. A notice, communication or document so delivered shall be deemed to have been sent and given when it is delivered personally or delivered at the address aforesaid. A notice, communication or document so mailed shall be deemed to have been sent and given on the day it is deposited in a post office or public letter box and shall be deemed to be received by the addressee on the fifth day after such mailing. A notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when confirmation of transmission is received by the Corporation either electronically or in writing by the recipient.

8.2 Signatures to Notices

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed and may be electronic or otherwise.

8.3 Proof of Service

A certificate of the Chair of the Board, the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

ARTICLE NINE: INTERPRETATION

9.1 Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms, corporations and other entities and the masculine shall include the feminine. Whenever reference is made in any by-law or any special resolution of the Corporation or to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

PASSED AND MADE the 20th day of September, 2000, as amended this 9th day of April, 2002

WITNESS the corporate seal of the Corporation.

President

Secretary